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**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re: USA COMMERCIAL MORTGAGE COMPANY, Debtor.	Case No. BK-S-06-10725 LBR Case No. BK-S-06-10726 LBR Case No. BK-S-06-10727 LBR
In re: USA CAPITAL REALTY ADVISORS, LLC, Debtor.	Case No. BK-S-06-10728 LBR Case No. BK-S-06-10729 LBR
In re: USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, Debtor.	Chapter 11 Jointly Administered Under Case No. BK-S-06-10725 LBR
In re: USA CAPITAL FIRST TRUST DEED FUND, LLC, Debtor.	SECOND AND FINAL APPLICATION OF RAY QUINNEY & NEBEKER P.C. FOR COMPENSATION AND REIMBURSEMENT PURSUANT TO 11 U.S.C. § 330 FOR THE PERIOD APRIL 13, 2006 THROUGH MARCH 12, 2007
In re: USA SECURITIES, LLC, Debtor.	
Affects: <input checked="" type="checkbox"/> All Debtors <input type="checkbox"/> USA Commercial Mortgage Company <input type="checkbox"/> USA Securities, LLC <input type="checkbox"/> USA Capital Realty Advisors, LLC <input type="checkbox"/> USA Capital Diversified Trust Deed Fund, LLC <input type="checkbox"/> USA First Trust Deed Fund, LLC	

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Ray Quinney & Nebeker P.C. (“RQN”), counsel to USA Commercial Mortgage Company (“USACM”), USA Capital Realty Advisors, LLC (“USA Realty”), USA Capital Diversified Trust Deed Fund, LLC (“DTDF”), USA Capital First Trust Deed Fund, LLC (“FTDF”) and USA Securities, LLC (“USA Securities”) (collectively, “Debtors”), pursuant to 11 U.S.C. § 330, Fed. R. Bankr. P. 2016, the Fee Guidelines of the United States Trustee, and the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered August 29, 2006 (Docket No. 1199) (the “Administrative Procedures Order”), submits this Second and Final Application of Ray Quinney & Nebeker P.C. for Compensation and Reimbursement (the “Application”) for final allowance and payment of compensation in the total amount of \$3,679,202.52 for services rendered and reimbursement in the total amount of \$234,862.68 for expenses incurred for the period April 13, 2006 through March 12, 2007 (the “Application Period”). The fee summary required by United States Trustee Guidelines (the “Fee Summary”) is attached as Exhibit A.

I. INTRODUCTION

A. Case Background

1. The excellent results achieved in this case for creditors, investors, and all parties in interest were in large part the result of a very high level of skill and professional expertise and a nearly overwhelming amount of work completed in an extremely short time frame by the Debtors’ professionals, including its lead bankruptcy counsel, RQN. While being ultimately successful in confirming a plan of reorganization (the “Plan”), approving a highly successful auction and recovering millions of dollars for the estates within eight months of filing and taking that Plan effective within eleven months of filing, the cost for that accomplishment in time and effort by the lead bankruptcy attorneys at RQN was immense and preclusive of other work. Furthermore, RQN provided those services at an overall hourly effective rate of \$240.47 per hour.

2. The Debtors’ professionals faced a monumental task when they were retained in this case. The business of the Debtors was in shambles. The Debtors were under investigations by the Securities and Exchange Commission (the “SEC”) and by the Nevada State

1 Mortgage Lending Division (the “MLD”). The Debtors’ professionals immediately fired pre-
2 petition management and brokers. The Debtors were charged with servicing a loan portfolio of
3 approximately \$1 billion in unpaid loan balances (principal and unpaid interest), and the loan
4 portfolio had been severely neglected and mismanaged by pre-petition management. The Debtors
5 were without money to effectively operate. The Debtors experienced problems with retaining key
6 employees and staffing the business due to the loss of needed employees. The records of the
7 Debtors were inaccurate and, as the Debtors’ professionals later discovered, were in some cases
8 intentionally misleading. Given the pre-petition management’s past practices, it was nearly
9 impossible to tell what was actually owed to investors, which left thousands of investors in an
10 uncertain situation. There were significant questions as to how direct investors and their purported
11 individual loan interests should be treated given the inequities that had been worked on certain,
12 but not all, investors by pre-petition management. It was soon discovered that there was an
13 inequity in payments that had been made to direct lenders pre-petition which needed to be
14 corrected cost effectively, and in a way to equally benefit all injured parties in the case. While not
15 known at the time the case was commenced, millions of dollars had been diverted from the estates
16 by former insiders.

17 3. Despite these immense difficulties, within approximately eight months, the
18 Debtors’ professionals had in essence created and built a real servicing business for USACM,
19 stabilized the Debtors’ work force with an approved employee retention program, collected full
20 principal payment with outstanding interest on 24 loans (many of which were non-performing as
21 of the bankruptcy filing), sold the USACM operating business (whose value had increased by
22 millions of dollars due in part to the efforts of the Debtors’ professionals) along with the loan
23 portfolio of FTDF for a combined price of \$67 million, confirmed a largely consensual plan of
24 reorganization, recovered approximately \$32 million in improper pre-petition payments made to
25 investors, defended the estate against threatened and pursued litigation brought by borrowers, and
26 investigated and commenced or readied for commencement certain litigation against former
27 insiders and preferred creditors of the Debtors or of former insiders of the Debtors. This was done
28 while coordinating and building consensus with four separate official committees appointed in the

1 case, and their professionals, with each often advocating different points of view. This Herculean
2 task was accomplished only because the Debtors' professionals devoted an incredible amount of
3 time, expertise, and resources to the multitude of tasks while enduring the hardship of not
4 receiving any significant payments from the estates during the first seven months of the case, and
5 only partial payments thereafter, due to insufficient cash flow and critical business needs of the
6 Debtors.

7 4. Then, within the final three months of the Application Period, the Debtors'
8 professionals closed the sale of the USACM operating business and the FTDF assets, commenced
9 additional litigation against former insiders, worked with the post-effective date entities to
10 transition pending and anticipated litigation, successfully obtained a dissolution of a stay pending
11 appeal of the Plan confirmation, brought three motions to dismiss the pending appeals of the Plan
12 confirmation (resulting in one dismissal and one motion still under advisement), continued to
13 operate the business and collect full principal with outstanding interest on eight additional loans,
14 resulting in almost one third of the principal on the entire portfolio being collected (most of which
15 was non-performing prior to the bankruptcy filing), and implemented the provisions of the Plan to
16 take the Plan effective.

17 **Operating the Business**

18 5. With respect to servicing the portfolio of approximately \$1 billion in unpaid
19 loan balances (principal and unpaid interest), the Debtors' professionals faced a daunting task in
20 this case. As noted above, the loan portfolio had been severely neglected and mismanaged by pre-
21 petition management, with approximately 60% of the portfolio consisting of non-performing
22 loans. Among the probable reasons that pre-petition management did not properly services the
23 loans is that a significant portion of the loans were made to borrowers in which former insiders
24 had an interest. Further, USACM had failed to collect servicing fees pre-petition, leaving the
25 company in a cash-starved position from which post-petition management had to rectify the
26 portfolio problems. The state of the records of the Debtors made it extremely difficult and time-
27 consuming to determine what investors had been paid in the past and what amounts had been, in
28 fact, improperly paid.

6. Notwithstanding these initial challenges, the Debtors' professionals were successful in collecting a total of \$227,176,596 in principal, \$46,604,874 in interest payments, and \$6,885,271 in servicing fees and loan fees prior to March 12, 2007, the "Effective Date" of the confirmed Plan (only 11 months from the Petition Date). From these payments, the Debtors' professionals were able to distribute \$231,873,778.50 in loan repayments to the Direct Lenders¹ prior to the Effective Date (after overcoming numerous objections to the Debtors' proposed distribution basis and method), as well as fund USACM's servicing efforts and other operational expenses of the Debtors (except for the payment of the Debtors' professionals and certain other professionals in the case), all without the benefit of any outside debtor-in-possession financing.

7. USACM posted various Loan Summaries on its website during the course of the bankruptcy cases. These Loan Summaries were prepared by Mesirow as of the end (or near the end) of each month, and they reported to the Direct Lenders and other interested parties the balances and status of the various loans being serviced by USACM. The first Loan Summary, dated as of April 30, 2006, reported 115 unpaid loans with a total outstanding principal balance of \$949,591,006,² with total outstanding interest of \$48,636,503,³ for approximately \$1 billion in loan balances being serviced. The April 30, 2006 Loan Summary illustrates the seriously

¹ The Debtors made the following distributions to the Direct Lenders prior to the Effective Date of the Plan: \$64,281,686.94 for the month of June 2006, \$61,516,697.71 for the months of July and August 2006, \$16,117,766.04 in the month of September 2006, \$4,793,972.36 for the month of October 2006, \$22,732,613.71 for the month of November 2006, \$14,213,975.57 for the month of December 2006, \$18,496,996.73 for the month of January 2007, and \$29,720,069.44 for the month of February 2007, for a total of \$231,873,778.50 in distributions to Direct Lenders.

² The April 30, 2006 Loan Summary listed a total unpaid principal balance for the 115 loans of \$962,064,768. However, Mesirow subsequently determined that 4 of the loans listed with unpaid principal balances on the April 30, 2006 Loan Summary, Beastar LLC (listed with a \$3,125,000 principal balance), Beau Rivage (listed with a \$432,349 principal balance), Freeway 101 (listed with a \$3,750,000 principal balance), and Universal Hawaii (listed with a \$5,166,413 principal balance), for a total unpaid principal balance of \$12,473,762, had actually been repaid by the Borrowers before USACM's Chapter 11 filing. These repayments were diverted by USACM's pre-petition management for other uses. The deduction of the \$12,473,762 in principal balances for these 4 loans results in an adjusted total principal balance as of April 30, 2006 of \$949,592,006.

³ The April 30, 2006 Loan Summary listed a total unpaid interest amount for the 115 loans of \$49,068,852. However, the April 30, 2006 Loan Summary listed unpaid interest for the Beau Rivage Loan of \$432,349. As outlined in footnote 2 above, Mesirow subsequently determined that the Beau Rivage Loan had been repaid before USACM's Chapter 11 filing, and the loan repayment funds were diverted by USACM's pre-petition management. The deduction of the \$432,349 in interest listed for the Beau Rivage Loan results in an adjusted total unpaid interest amount for the 115 loans as of April 30, 2006 of \$48,636,503.

delinquent nature of the loan portfolio being serviced by USACM as of the Petition Date. As of April 30, 2006, the 115 loans had the following performance status: 64 Loans were listed as Non-Performing,⁴ and 51 loans were listed as Performing.

8. By contrast, the last Loan Summary posted by USACM, dated as of February 28, 2007, reported that 30 of the original 115 loans listed in the April 30, 2006 had been repaid, and showed the significant decrease in the portfolio principal balance between April 30, 2006, and February 28, 2007. Two additional loans (the Interstate Commerce Center Phase II Loan and the Slade Development Loan) were repaid in March of 2007, prior to the Effective Date. Accordingly, a total of 32 loans were repaid prior to the Effective Date of the Plan.

9. Many of these loans that were repaid through the servicing and collection efforts of the Debtors' professionals were Non-Performing as of the April 30, 2006 Loan Summary and had been seriously delinquent for many months. The total amount of unpaid interest on the Non-Performing Loans as of the April 30, 2006 Loan Summary that were subsequently paid in full was \$12,459,070.

10. The following summary of the 32 repaid loans recaps the collection efforts of the Debtors' professionals with respect to the 32 repaid Loans.

LOAN NAME	04/30/06 PRINCIPAL BALANCE	UNPAID INTEREST AS OF 04/30/06	TOTAL PRINCIPAL COLLECTED	TOTAL INTEREST COLLECTED	DATE REPAID
5252 Orange, LLC	\$3,800,000		\$3,800,000	\$133,077	06/09/06
Ashby Financial	\$7,200,000	\$1,665,600	\$7,200,000	\$2,010,137	09/01/06
Boise/Gowan 93	\$2,425,000		\$4,831,005	\$125,608	09/07/06
Cloudbreak LV	\$3,800,000		\$3,800,000	\$351,423	12/21/06
Copper Sage Commerce Center, LLC	\$179,106		\$176,947	\$22,704	06/22/06
Cottonwood Hills	\$4,000,000	\$48,222	\$4,000,000	\$300,222	10/11/06
Del Valle Isleton	\$6,520,000		\$6,520,000	\$123,604	05/23/06
Elizabeth May	\$10,050,000		\$10,050,000	\$1,027,485	01/18/07
Fiesta Development \$6.6	\$6,600,000		\$6,600,000	\$617,283	12/15/06

⁴ Thirteen of the loans listed as Non-Performing in the April 30, 2006 Loan Summary, including three of the four loans discussed in footnote 2, were also designated by Mesirow with an undetermined status due to bankruptcy, foreclosures, and change of ownership, with more research to be conducted.

1	Fiesta Development McNaughton	\$6,000,000	\$1,015,444	\$6,000,000	\$1,786,615	01/12/07
2	Fiesta/Beaumont \$2.4M	\$2,400,000		\$2,400,000	\$93,333	07/21/06
3	Franklin/Stratford	\$5,225,000		\$5,225,000	\$631,642	02/13/07
4	Gateway Stone	\$13,185,000		\$13,185,000	\$1,751,530	02/28/07
5	Glendale Tower Partners	\$6,500,000		\$6,500,000	\$364,413	08/21/06
6	Golden State Investments	\$2,850,000	\$95,032	\$2,850,000	\$173,042	06/05/06
7	Goss Road	\$1,000,000		\$1,000,000	\$115,584	01/02/07
8	Hasley Canyon	\$11,700,000	\$1,287,450	\$11,700,000	\$3,092,362	11/14/06
9	HFA – North Yonkers	\$24,000,000	\$3,710,069	\$24,000,000	\$4,168,403	05/26/06
10	HFA – Riviera	\$5,000,000	\$637,500	\$5,000,000	\$767,361	05/26/06
11	HFA – Riviera 2 nd	\$8,000,000	\$2,478,080	\$8,000,000	\$2,698,080	05/26/06
12	I-40 Gateway West	\$4,530,000		\$4,530,000	\$366,260	02/14/07
13	I-40 Gateway West 2 nd	\$1,065,000		\$1,065,000	\$152,040	02/14/07
14	Interstate Commerce Center Phase II	\$1,855,606	\$20,375	\$1,856,849	\$162,653	03/06/07
15	J. Jireh's Corporation	\$8,825,000		\$8,825,000	\$487,964	09/06/06
16	LCG Gilroy	\$4,950,000	\$309,031	\$4,950,000	\$494,248	06/30/06
17	Meadow Creek Partners	\$8,250,000		\$8,250,000	\$664,787	11/08/06
18	Midvale Marketplace	\$4,075,000	\$205,298	\$4,075,000	\$366,232	07/13/06
19	Opaque/Mt. Edge	\$4,827,970	\$813,163	\$4,827,970	\$856,615	04/27/06
20	Preserve at Galleria	\$4,393,250		\$4,430,500	\$295,657	09/27/06
21	Roam Development	\$26,251,945	\$173,806	\$26,566,257	\$1,174,097	12/19/06
22	Slade Development	\$3,525,000		\$3,525,000	\$454,402	03/08/07
23	Urban Housing Alliance	\$8,150,000		\$8,150,000	\$454,809	08/21/06

11. As indicated above, there were also principal reductions for other loans that were still unpaid as of the Effective Date, as well as collections of interest on loans throughout the loan portfolio, which resulted in the total collections (as of the Effective Date) of \$227,176,596 in principal, \$46,604,874 in interest, and \$6,885,271 in fees.

12. While the Debtors' professionals were successful in achieving the repayments of the 32 loans summarized above, and also collected other significant amounts of principal payments and interest payments, the truth remains that most of the remaining loans from the original loan portfolio of 115 loans were seriously troubled and remained so throughout the Debtors' bankruptcy cases, requiring significant servicing attention from the Debtors' professionals.

13. By way of example, the total unpaid interest on the unpaid loans had increased to \$140,953,515 as of the February 28, 2007 Loan Summary, due to the increase in the total number of Non-Performing Loans and the continuing interest accrual on the Non-Performing Loans. As of the February 28, 2007 Loan Summary, the 115 loans serviced by USACM reported in the original April 20, 2006 Loan Summary had the following performance status: 34 Loans had been Repaid (4 of which were Repaid pre-petition), 24 Loans were Non-Performing, 10 Loans were Performing, 14 Loans had a Maturity and Interest Default, 8 Loans had a Maturity Default, 19 Loans had an Interest Default, 1 Loan was listed as “Not Funded,” and 5 Loans were categorized as “Special Situation.” These troubled loans required and received a lot of attention from the Debtors’ professionals until they were transferred to Compass, the USACM Liquidating Trust, and Post-Effective DTDF for continued servicing after the Effective Date of the Plan.

14. In addition to the collection of loans, the Debtors’ professionals performed a review of the loan portfolio, identifying, and to the extent possible correcting, numerous documentation problems, and obtained appraisal information to assist in formulating workout strategies for each loan. The Debtors’ professionals also identified and obtained court approval to abort two loans that had been funded, but not yet closed, to insider-related borrowers, returning \$9,150,000 to investors. Significant time was spent dealing with the thousands of investors, timely disseminating information to these investors, enforcing previously unattended rights against borrowers, holding the portfolio together against the interests of individual investors for the benefit of all investors, and dealing with the collection of previously uncollected servicing fees and the enforcement of other contractual rights previously neglected by prior management under the Loan Servicing Agreements (which neglect presumably was intended to advance the Ponzi-like scheme engaged in by pre-petition management). Restructuring and operating this business was an incredibly difficult and time-consuming task taken on solely by the Debtors’ professionals.

Sale of the Operating Business and Certain Assets

15. The restructuring efforts of the Debtors’ professionals allowed them to stabilize and reconcile the balances of the remaining USACM, FTDF, and DTDF loan portfolios, so that the USACM servicing business and FTDF loans could be successfully marketed to

1 potential purchasers. (While some offers were solicited and received by the Debtors’
2 professionals for the DTDF assets, because of the uniquely troubled circumstances of the DTDF
3 portfolio, the Debtors’ professionals, working closely with the DTDF Committee, determined that
4 the value of the DTDF assets would be maximized by means other than a sale). In reality, with
5 respect to USACM, the Debtors’ professionals created a business from an operation that had never
6 been properly run as a servicing business. The Debtors’ professionals then marketed the business
7 to potential purchasers. The negotiations run by the Debtors’ professionals were long and difficult,
8 accentuated by the differing points of view of the four committees, the concerns of which were
9 brokered by the Debtors’ professionals in a way that resulted in an initial agreement with a lead
10 bidder (Silver Point), supported by all four committees, for a bid of \$46 million, subject to higher
11 and better offers at auction. The Debtors’ professionals then continued negotiations with potential
12 competing bidders to create interest in the auction, eventually negotiating for two additional
13 bidders to compete with Silver Point and a more favorable structure for the ultimate auction. The
14 result of this auction was an increase of the purchase price by \$21 million, with the total purchase
15 price ending at \$67 million to Compass Partners LLC (“Compass”). The Debtors’ professionals
16 worked hard to promptly close the sale, and did so on February 16, 2007. Further, as the Debtors’
17 professionals had successfully collected several FTDF loans prior to closing, which, while being
18 collected at 100%, resulted in a lesser percentage purchase price reduction under the terms of the
19 Compass Asset Purchase Agreement, netting a significant additional amount to the FTDF estate.

20 16. The Debtors’ professionals have been advised that Compass has been
21 successful in finalizing the repayments of at least three additional loans that were transferred to
22 Compass for servicing, including the \$9.6 million (principal) loan to Standard Property
23 Development (a source of significant litigation in this case). The Debtors believe that Compass
24 was able to finalize the repayments of these additional loans in large part as a result of
25 negotiations with the borrowers of these loans that had been conducted by the Debtors’
26 professionals prior to the transfer of the servicing of these loans to Compass.

Prepaid Interest

17. From the very beginning of the case, the Debtors' professionals realized that, because of the large number of non-performing loans, some of the monthly payments made pre-petition to investors must have been improperly made and from sources other than the loans in which those investors had invested. The Debtors' professionals began immediately, over numerous objections, to first obtain court permission to retain all collections temporarily while information concerning the improper payments and improper recipients of those payments could be sorted out and then, as quickly as possible, to obtain court permission to distribute the bulk of the collected loan payments to investors, retaining as holdbacks amounts collected from borrowers that had previously been paid to investors or that could be netted to recover the improperly paid amounts from the investor in question and undetermined servicing fees. These issues generated great controversy, and, particularly with respect to the extent and theory of the netting, resulted in numerous objections and extensive negotiations with the four committees to bring most issues to an eventual consensus among the committees and to a litigated resolution with other parties first temporarily through a motion to distribute and then permanently in the Plan. Eventually, the holdbacks relating to the improperly paid interest were made permanent in the confirmed Plan, resulting in \$32 million recovered by the USACM estate, most of which has been turned over to the USACM Trust for distributions to creditors and the funding of litigation, primarily against former insiders. This money turned over to the USACM Trust pursuant to the Plan would, even if no additional litigation was pursued by the USACM Trust, result in a significant recovery to USACM creditors on their claims.

Plan Confirmation

18. In this incredibly complicated case with four committees and thousands of investors and creditors, the Debtors immediately began to push forward a plan process. The Debtors filed their first plan of reorganization and disclosure statement on September 15, 2006. While negotiations on the plan with the four committees had not yet been completed by that date, and while two committees supported a further extension of exclusivity, the initial plan and disclosure statement were filed within only five months of commencing this case in order to

maintain exclusivity so that the case could move forward in a consensual and coordinated fashion. This initial filing was followed by intense negotiations with the four committees eventually resulting in a fully consensual plan accompanied by an amended disclosure statement completed and filed by Debtors' professionals on November 15, 2006. The Debtors' professionals then pushed forward the plan process to confirmation (along with an auction of the assets to be sold) within approximately 30 days thereafter, which was as rapid as possible under the Bankruptcy Code. This intense pace, including the preparation of evidence by the Debtors' professionals to support the confirmation of the Plan and the response to or resolution of various objections to the Plan, took virtually all resources available to the Debtors' professionals to accomplish. However, the Debtors' professionals, who were also still operating the business of the Debtors, knew that the case must be pushed forward rapidly because, if a plan was not confirmed and the business promptly sold pursuant to the Plan, the Debtors would quickly run out of cash. This severe cash crisis existed even though, other than the FTDF Committee professionals, the Debtors' and other estate professionals had been paid only a fraction of their fees during the pendency of the case.

19. The plan was confirmed within just over eight months after the Petition Date, the sale under the Plan closed less than two months later, and the Effective Date of the Plan occurred less than one month after the closing of the sale. Following the entry of the confirmation order, within the three months prior to the Effective Date, the Debtors' professionals also successfully obtained dissolution of a stay pending appeal, the dismissal of one of three appeals, and argued for the dismissal of the other two appeals when it looked as if the sale might not close if the appeals were not dismissed.

Litigation Defense, Preparation and Prosecution

20. While focusing first on creating and monetizing the value of the USACM operating business, stabilizing the FTDF and DTDF assets, and performing ongoing loan servicing duties, the Debtors' professionals also defended against numerous litigation matters brought by investors and borrowers. The Debtors' professionals warded off attempts by investors to dismember the business through relief from stay motions seeking to remove loans out of the Debtors' servicing portfolio. The Debtors' professionals also defended against suits brought by

1 borrowers seeking additional funding and obtained several favorable rulings from the Court
2 protecting the interests of direct investors. As part of the confirmation process, the Debtors'
3 professionals reviewed and filed numerous objections to claims, one of the largest of which was
4 litigated to a disallowance. Many more claims objections were prepared by the Debtors'
5 professionals prior to the Effective Date and passed off for filing to the USACM Trust. The
6 Debtors' professionals also commenced several suits or filed involuntary bankruptcy petitions
7 against former insiders or those that were benefited by such insiders' actions pre- and post-
8 petition, including involuntaries against Tree Moss and Investors VI, suits against Sal Reale, USA
9 Real Estate Group, and, ultimately after work with the SEC failed to produce a timely filed SEC
10 receivership, litigation against HMA and the beneficiaries of the sale of the Royal Hotel. The
11 Debtors' professionals formally and informally gathered documentary evidence, informally
12 interviewed persons with knowledge, and noticed up several Rule 2004 examinations of former
13 insiders. When the plan was confirmed and transition to the USACM Trust and Post-Effective
14 Date DTDF began, in deference to the wishes of these post-Effective Date entities, on-going
15 discovery was deferred until after the Effective Date for these post-Effective Date entities to
16 control. The Debtors' professionals, with the cooperation and support of the four committees, also
17 pursued intense negotiations with former insiders attempting to reach a consensual global
18 resolution of the inevitable litigation and to recover on certain assets before having to actually
19 commence litigation, which negotiated global resolution, if it had been reached, would have
20 greatly benefited the Debtors' estates. This resulted in an acknowledgment of a \$58 million debt.
21 These negotiations resulted in an acknowledgement of a \$58 million debt and a pledge of security
22 for the same. While not further successful, the negotiated route was important to try first before
23 turning to expensive litigation. The Debtors' professionals traced and put together evidence for
24 further claims against former insiders. While several pieces of litigation were commenced or were
25 ready to be commenced by December 2006, as part of the transition to the USACM Trust and
26 Post-Effective Date DTDF entity the Debtors' professionals respected the wishes of the ultimate
27 successors who would be pursuing the litigation in putting on hold many litigation-oriented tasks
28 which the Debtors' professionals had begun. However, the Debtors' professionals passed off

1 significant information to the parties now charged with pursuing litigation under the confirmed
2 Plan.

3 **Regulatory and Criminal Government Agencies**

4 21. In addition to all of the other problems faced by the Debtors in these cases,
5 the Debtors' professionals also had to respond to ongoing investigations by the SEC and the MLD.
6 Numerous documents and other information were provided to these regulatory agencies and
7 numerous communications, meetings, and negotiations were necessary. In particular, the
8 investigations by the MLD threatened the very existence of the Debtors' operations and, in order
9 to keep the going concern value of the Debtors alive, extensive work with the MLD was required
10 to extend the Debtors' license to operate as a mortgage loan servicer during the bankruptcy so that
11 loans could be collected, the value of the business preserved and enhanced, and collections on
12 loans remitted to investors.

13 22. The Debtors' professionals also worked intensely with the SEC to try to
14 implement an SEC receivership of USA Investment Partners ("USAIP"), a non-debtor affiliate of
15 the Debtors and the main target of litigation, for what the Debtors' professionals believed, in
16 consultation with the committees, would be the best option for a quick recovery and control over
17 the assets of this entity and its numerous subsidiaries and affiliates. While this strategy delayed
18 other litigation to some extent, the Debtors' professionals, in consultation with the committees,
19 believed this strategy worth pursuing, as a SEC receivership would have more quickly brought
20 control of the USAIP empire within the hands of a single, independent receiver supported by a
21 federal agency with broad investigative and injunctive powers.

22 23. The Debtors' professionals also spent numerous hours meeting with and
23 providing information to criminal authorities, including meeting with and providing requested
24 information to the FBI, responding to Grand Jury subpoenas issued by the U. S. Attorney's office,
25 and meeting with state and county criminal authorities.

26 **Consensus with Four Committees**

27 24. In many instances this Court observed the Debtors come into Court having
28 reached consensus with the four committees on the motions filed by the Debtors, or having only

1 limited disputes with the committees on the Debtors' motions. However, reaching that level of
 2 consensus with four different committees, each with sometimes very different points of view, was
 3 not easy. The information disseminating process, meetings, and negotiations were time
 4 consuming and intense. The Debtors not only had to carefully formulate positions on numerous
 5 issues involving one or more of the estates, but then had the difficult task of refining these
 6 positions in a way that was acceptable to all four committees. While not always successful in
 7 reaching complete consensus, most of the time the Debtors' professionals were successful in either
 8 reaching a consensus or limiting the disputes that were brought before the Court. Further, while
 9 each committee had only one piece of the case to worry about, the Debtors' professionals were the
 10 only professionals concerned with all aspects of the case. Additionally, while at least one
 11 committee at times advocated for a splintering of the estates, the Debtors' professionals believed
 12 that the most value for each constituency in the various estates would be gained by a linked sale of
 13 assets among estates, by a jointly pursued litigation strategy against former insiders, and by a joint
 14 plan of reorganization. As such, the Debtors' professionals worked hard to inform, listen and
 15 include the relevant committees in all decisions made by the Debtors and to keep the committees
 16 working together towards a fully consensual sale of the USACM business and the assets of FTDF,
 17 and on a plan of reorganization incorporating that sale and preserving litigation for DTDF and
 18 USACM. Only a small portion of this difficult and time consuming process, which was ultimately
 19 successful, was observed by the Court at the various hearings.

20 **Final Results – Benefits to Each Debtor**

21 25. The final results reached by Debtors' professionals in the eleven-month
 22 period covered by this application was a confirmed Plan supported by all four of the official
 23 committees (within eight months of filing), an effective Plan, a sale of the USACM business and
 24 the FTDF assets for \$67 million (involving an approximately \$21 million overbid amount), the
 25 recovery of \$32 million in improper prepetition payments for the benefit of USACM's creditors,
 26 the collection of \$273.8 million in principal and interest on loans (the many of which were non-
 27 performing as of the petition date), the dissemination of \$231.9 million to investors during this
 28 time period, the pursuit of certain litigation and the gathering and analysis of information

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1 preparatory to the pursuit of further litigation, and satisfactorily responding to the concerns and
2 demands of the SEC, the MLD, the FBI, and the U.S. Attorney's office. For USACM, the
3 Debtors' professionals essentially created a business that was successfully operated, marketed, and
4 sold for significant value (millions of dollars, the final figure still to be determined after resolution
5 of the disputed allocation of the purchase price) in a competitive auction for the benefit of its
6 creditors, recovered over \$32 million in improper payments to investors, negotiated with former
7 insiders for a secured note and a potentially better solution than litigation for the shortfall in the
8 estate, and successfully collected and serviced difficult and severely neglected loans to return
9 approximately one-third of the principal amount of the loan portfolio to investors while advancing
10 the ultimate collectibility of the remaining loans and returning \$6.9 million in servicing fees and
11 loan fees to the estate. For FTDF, the Debtors' professionals brought many potential bidders to
12 the table, ultimately negotiated for an acceptable stalking horse bid, negotiated with and qualified
13 competing bidders, resulting in a thoroughly marketed and highly successful auction for a
14 significant return to FTDF fund members. For DTDF, the Debtors' professionals preserved and
15 enhanced the value of the FTDF portfolio, analyzed and worked to collect and improve rights in
16 the very difficult portfolio held by DTDF. Indeed, many of the loans in which the DTDF was
17 heavily invested were the most troubled in the portfolio. For example, the DTDF was
18 invested in the 10-90, Inc., Sheraton, Epic and Colt Gateway loans. These loans were
19 particularly problematic because they were not loans in the traditional sense, they were not
20 adequately secured by real estate or other collateral, and they were not properly
21 documented. As a result, the Debtors' professionals spent a great deal of time throughout
22 the case working very closely with the DTDF Committee professionals to strategize ways
23 to collect monies on these loans and try to resolve the enormous problems presented
24 thereby. Specifically, the Debtors' professionals negotiated with former insiders for a secured
25 note and a potentially better solution than litigation for the shortfall in this estate (along with
26 USACM), gathered litigation background facts, and worked with the DTDF Committee to first
27 negotiate with the former insiders and their partners for a potential global consensual resolution to
28 the estate's significant shortfalls, and when this strategy appeared to be failing, to work with the

1 SEC for a potential SEC receivership of USAIP and then ultimately, the commencement of
 2 involuntary bankruptcy petitions and particularized litigation. For USA Securities and USA
 3 Realty, while it appears unlikely that the Debtors' professionals will be paid in full for the work
 4 done in these estates, the Debtors' professionals confirmed a plan of reorganization and are
 5 effecting a wind-down of these estates.

6 26. To achieve these remarkable results, RQN devoted enormous firm resources
 7 to this case, and individual attorneys devoted more than full-time efforts to making sure these
 8 cases, with their numerous and complex challenges were moved along quickly because without
 9 this speed, expertise, and attention, the Debtors would not have been able to successfully
 10 reorganize.

11 **B. RQN's Employment**

12 1. On April 13, 2006 (the "Petition Date"), Debtors filed voluntary petitions
 13 for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Since
 14 the Petition Date, the Debtors have operated their business as debtors in possession pursuant to
 15 11 U.S.C. §§ 1107(a) and 1108.

16 2. The USA Capital group of companies operates in the commercial mortgage
 17 business. USA Capital Realty Advisors, LLC ("USA Realty") was the sole manager of two
 18 investment funds, USA Capital First Trust Deed Fund, LLC ("FTDF") and USA Diversified Trust
 19 Deed Fund, LLC ("DTDF"). USA Securities, LLC ("USA Securities") served as the registered
 20 broker/dealer for the sale of interests in FTDF. USACM continued to provide servicing for the
 21 various loans for FTDF, DTDF, and other investors.

22 3. There were approximately 3,600 loan investors (the "Direct Lenders") who
 23 own fractional shares of the loans serviced by USACM and whose names appear as a "Lender" for
 24 one or more of the loans. Among the Direct Lenders are FTDF and DTDF. DTDF has
 25 approximately 1,900 members and FTDF has approximately 1,300 members.

26 4. On April 18, 2006, the Debtors filed an Application to Employ and Retain
 27 Ray Quinney & Nebeker P.C. as Counsel for the Debtors (Docket No. 23) (the "Employment
 28 Application"). In connection with the Employment Application, the Debtors submitted the

1 Declaration of Annette W. Jarvis in Support of Debtors' Application to Employ and Retain Ray
 2 Quinney & Nebeker P.C. as Counsel for the Debtors (the "Jarvis Declaration").

3 5. On June 5, 2006, this Court entered its Order Granting Debtors' Application
 4 to Employ and Retain Ray Quinney & Nebeker P.C. as Counsel for all Debtors (Docket No. 474)
 5 authorizing the Debtors to employ RQN for an interim period until July 27, 2006 (the "First
 6 Interim Employment Order").

7 6. On August 11, 2006, this Court entered its order authorizing the continued
 8 employment and retention of RQN through October 2, 2006 (Docket No. 1137) (the "Second
 9 Interim Employment Order").

10 7. On October 31, 2006, this Court entered its order authorizing the continued
 11 employment and retention of RQN through December 15, 2006 (Docket No. 1708) (the "Third
 12 Interim Employment Order").

13 8. On January 11, 2007, this Court entered its order authorizing the continued
 14 employment and retention of RQN through January 31, 2007 (Docket No. 2402) (the "Fourth
 15 Interim Employment Order").

16 9. On April 2, 2007, this Court entered its order authorizing the continued
 17 employment and retention of RQN through the later of the date necessary to complete tasks related
 18 to the closing of the sale to Compass and to take the Plan effective, or March 31, 2007 (Docket
 19 No. 3325) (the "Final Employment Order").

20 10. Pursuant to the Court's First Interim Employment Order, the retainer
 21 received by RQN and held as of the Petition Date, will be applied to RQN's final compensation
 22 and expense reimbursement with any unused portion being returned to the Debtors.⁵

23 11. All services performed and expenses incurred for which compensation or
 24 reimbursement is sought were performed or incurred for and on behalf of the Debtors and not for
 25 any other person or entity.

26
 27
 28 ⁵ Prior to the Petition Date, RQN received a \$210,000.00 retainer of which \$128,055.43 was applied pre-petition. The remaining \$81,944.57 is being held in RQN's client trust account.

12. RQN has not shared or agreed to share compensation or reimbursement awarded in these cases with any other person except as among the members and employees of the law firm.

13. RQN has not made any agreements with the Debtors, or other person or entity for compensation or reimbursement relating to these cases which have not been disclosed to the Court.

14. There are sufficient funds to pay allowed administrative expense claims in this case. All quarterly fees due to the United States Trustee have been paid, and Debtors are current in the filing of their monthly reports.

15. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

C. Authority for Relief Sought

1. The United States Bankruptcy Appellate Panel of the Ninth Circuit Court of Appeals has stated:

When necessary, and with the Court's approval, the trustee "... may employ one or more attorneys ... or other professional persons ... to represent or assist the trustee in carrying out the trustee's duties under this title" § 327(a). When so employed, the trustee's attorney (or other professional) is entitled to "... reasonable compensation for actual, necessary, services rendered by such ... attorney ... based on the nature, the extent, and the value of such services, the time spent on such services, and the cost of comparable services other than in a case under this title ..." §330(a)(1)....

Ferrett & Slater v. United States Trustee (In re Garcia), 335 B.R. 717, 723 (B.A.P. 9th Cir. 2005).⁶

2. After notice and a hearing, the bankruptcy court may award an attorney employed under 11 U.S.C. § 327:

(A) reasonable compensation for actual necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by an such person; and

⁶ Although the Ninth Circuit BAP's and the Bankruptcy Code's statements are made in the context of a "trustee", 11 U.S.C. §1107(a) provides that "[s]ubject to any limitations on a trustee serving in a case under this chapter, and to such limitations or conditions as the court prescribes, a debtor in possession shall have all the rights, other than the right to compensation under section 330 of this title, and powers, and shall perform all the functions and duties, except the duties specified in sections 1106(a)(2), (3), and (4) of this title, of a trustee serving in a case under this chapter."

(B) reimbursement for actual, necessary expenses.

In re Garcia, 255 B.R. at 723 (quoting 11 U.S.C. § 330(a)(1)(A) and (B)).

3. Section 503 of the Bankruptcy Code provides, in relevant part:

(a) An entity may timely file a request for payment of an administrative expense....

(b) After notice and a hearing, there shall be allowed administrative expenses ... including –

....

(2) compensation and reimbursement awarded under section 330(a) of this title.

11 U.S.C. §503(a) and (b)(2).

4. This Application is brought pursuant to 11 U.S.C. §§ 330(a) and 503(b), Fed. R. Bankr. P. 2016(a), and is timely under the Debtors' Third Amended Joint Chapter 11 Plan of Reorganization (the "Plan") confirmed by this Court on January 8, 2007 (Docket No. 2376).

5. Notice of this Application will be made in accordance with the requirements of Fed. R. Bankr. P. 2002(a)(6) and (c)(2).

II. PRIOR APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT

1. This Application is the second and final application for compensation and reimbursement filed by RQN. RQN has previously filed one interim application covering the period from the Petition Date through July 31, 2006 (the "First RQN Interim Application") (Docket No. 1231). The First RQN Interim Application sought allowance and payment of interim compensation in the amount of \$937,187.54 for services rendered, and interim reimbursement of actual and necessary expenses incurred in the total amount of \$64,950.57. The Court granted the First RQN Interim Application (Docket No. 1788) awarding \$937,187.54 in fees for professional services rendered and \$62,637.97 for expenses incurred from the Petition Date through July 31, 2006. RQN voluntarily withdrew \$2,312.60 in expenses at the hearing on the First RQN Interim Application.

2. The Court's Order granting the First RQN Interim Application allocated the fees and expenses incurred by RQN during the period covered by the First RQN Interim Application (Petition Date through July 31, 2006) among the Debtors as follows:

<u>Debtor</u>	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
USA Commercial Mortgage Company	\$753,935.85	\$50,354.05	\$803,749.90
USA Capital First Trust Deed Fund, LLC	\$87,763.12	\$5,865.75	\$93,628.87
USA Capital Diversified Trust Deed Fund, LLC	\$92,139.84	\$6,158.27	\$98,298.11
USA Capital Realty Advisors, LLC	\$1,944.36	\$129.95	\$2,074.31
USA Securities, LLC	\$1,944.37	\$129.95	\$2,074.32
TOTAL	\$937,187.54	\$62,637.97	\$999,825.51

See Order Approving First Application of Ray Quinney & Nebeker P.C. for Interim Compensation and Reimbursement Pursuant to 11 U.S.C. §§ 330 and 331 for the Period April 13, 2006 through [July] 31, 2006 (Docket No. 1788) (the "Order Approving First RQN Interim Application").

3. The amounts allocated by the Court in the Order Approving First RQN Interim Application do not comport precisely with the proposed allocation proposed in the First RQN Interim Application. This is because following the filing of the First RQN Interim Application, the Unsecured Creditors Committee objected to the allocation proposed by RQN. Consequently, after negotiations including all of the Committees a compromise allocation was reached at the hearing on the First RQN Interim Application among the Committees and the Debtors and that compromise is reflected in the Order Approving First RQN Interim Application.

III. THE PRESENT APPLICATION

A. Billing Methodology

1. In this Application, RQN is requesting compensation for services provided and reimbursement of actual and necessary expenses incurred during the entire Application Period, including (a) final approval of fees in the amount of \$937,187.54 and expenses in the amount of \$62,637.97 (covering the period from the Petition Date through July 31, 2006), previously approved by the Court on an interim basis, and (b) final approval of an additional \$2,742,014.98 in fees for professional services rendered and \$172,224.71 for actual and necessary expenses incurred for the period August 1, 2006 through the Effective Date.

2. Invoices detailing the services rendered and expenses incurred as reflected in the Monthly Statements circulated to counsel for each of the official committees and the U.S. Trustee during the Application Period pursuant to the Administrative Order are attached hereto as:

First Interim Application Period

Exhibit C (invoices for April 13-30, 2006)
 Exhibit D (invoices for May 1-31, 2006)
 Exhibit E (invoices for June 1-30, 2006)
 Exhibit F (invoices for July 1-31, 2006)

Second and Final Application Period

Exhibit G (invoices for August 1-31, 2006)
 Exhibit H (invoices for September 1-30, 2006)
 Exhibit I (invoices for October 1-31, 2006)
 Exhibit J (invoices for November 1-30, 2006)
 Exhibit K (invoices for December 1-31, 2006)
 Exhibit L (invoices for January 1-31, 2007)
 Exhibit M (invoices for February 1-28, 2007)
 Exhibit N (invoices for March 1-12, 2007)

3. RQN's services are billed on an hourly-rate basis, consistent with or less than customary charges by comparably skilled practitioners in non-bankruptcy cases.

4. In rendering services and incurring expenses on behalf of the Debtors, RQN made reasonable efforts to use the most economical means and methods that are available and appropriate under the circumstances and to coordinate efforts with the Debtors' other professionals to avoid unnecessary duplication.

5. The rates for the attorneys and paralegals working on this matter are consistent with RQN's customary charges by comparably skilled practitioners in non-bankruptcy cases, and given the education, experience, and expertise of the attorneys⁷ and paralegals rendering services in this case, are reasonable and in fact much lower than rates charged by other professionals in this case for similar services.

⁷ Brief professional biographies of the RQN attorneys who have provided services to the Debtors in this matter are attached as Exhibit B.

6. As previously disclosed to the Court and parties (*see* Notice of Change in Hourly Rates for Debtors' Counsel Ray Quinney & Nebeker P.C. (Docket No. 2927)), on February 1, 2007, RQN implemented a regular increase in its' professionals' hourly rates. RQN regularly reviews and adjusts its hourly rates for attorneys and paralegals on an annual basis with new rates becoming effective February 1 of each year. The new rates remain consistent with or less than customary charges by comparably skilled practioners in non-bankruptcy cases, and given the education, experience and expertise of the attorneys and paralegals rendering services in this case, are reasonable and similar to rates RQN charges to other clients for similar services.

B. Services Performed on Behalf of the Estates and Allocation Among Debtors

1. During the Application Period, RQN has rendered services to the Debtors for which it seeks compensation in the total amount of \$3,679,202.52. Such services for the Application Period are fully detailed in the monthly invoices attached hereto as Exhibits C through N and incorporated herein.

2. Each invoice contains a chronological listing of the tasks performed in each matter in which RQN provided services during the billing period covered by the invoice.

3. RQN has categorized the time spent performing services for the Debtors into the following matters and the total amount billed by RQN for each matter during the Application Period is as follows:

<u>Matter No.</u>	<u>Matter Name</u>	<u>Amount</u>
1	Case Administration	\$506,746.50
2	Asset Analysis and Recovery	\$335,081.25
3	Asset Disposition	\$318,453.25
4	Business Operations	\$540,200.50
5	Claims Administration and Objections	\$126,887.50
6	Employee Benefits / Pensions	\$64,536.50
7	Fee / Employment Applications	\$101,239.00
8	Fee / Employment Objections	\$44,817.50
9	Executory Contracts	\$11,091.00
10	Financing	\$39,443.00
11	Litigation	\$252,467.50
12	Plan and Disclosure Statement	\$609,540.62
13	Tax Issues	\$27,323.00
15	Travel Time (billed at ½ rate)	\$122,037.25
17	Regulatory Work	\$181,209.50

19	First Trust Deed Fund – Committee Relations	\$53,854.78
20	Diversified Fund – Committee Relations	\$73,922.34
21	Unsecured Creditors Committee Relations	\$45,354.70
22	Executory Contracts Committee Relations	\$57,486.20
23	USA Capital Realty Advisors, LLC	\$526.62
24	USA Securities, LLC	\$1,164.63
25	First Trust Deed Fund – Case Administration	\$79,430.44
26	Diversified Fund – Case Administration	\$84,481.44
29	Sub-Servicing (Compass Partners, LLC)	\$1,907.50

TOTAL FOR SERVICES RENDERED \$3,679,202.52

14 Costs \$234,862.68

TOTAL FOR SERVICES AND COSTS **\$3,914,065.20**

4. The majority of the fees incurred have been allocated to USACM consistent with USACM's loan servicing obligations and the other demands of the USACM estate which was in effect the only operating entity among the five Debtors.

5. With respect to the other Debtors, when fees were incurred relative to a committee of that Debtor, those fees were allocated to that Debtor (i.e., matters 19 (FTDF Committee), 20 (DTDF Committee), 21 (Unsecured Creditors Committee of USACM), and 22 (Executory Contracts Committee of USACM)). When fees were incurred relative to all four of the committees, those fees were allocated evenly (i.e., 25% each to DTDF and FTDF, and 50% to USACM because it has two committees), or if less than all the committees were involved, those fees were divided proportionally.

6. Unless incurred for a specific debtor, fees incurred in the preparation of the Debtors' statements and schedules were allocated 50% to USACM (matter 1); 20% to FTDF (matter 25); 20% to DTDF (matter 26); 5% to USA Securities (matter 24); and 5% to USA Realty (matter 23).

1 7. Additionally, unless directly allocable to a specific debtor, fees incurred in
2 relation to the Plan and Disclosure Statement were allocated $\frac{1}{3}$ each to USACM, DTDF and FTDF
3 as the total time spent formulating the Plan and Disclosure Statement benefited USACM, DTDF,
4 and FTDF equally.

5 8. Prior to October 2006, time entries relating to the Plan and Disclosure
6 Statement were duplicated in matter 12 (USACM), matter 25 (FTDF), and matter 26 (DTDF).
7 While each billing entry narrative would reflect all the work performed, only $\frac{1}{3}$ of the total amount
8 would actually be billed to each estate. In October 2006, in order to lessen the increasing
9 administrative burden in light of the increasing Plan and Disclosure Statement work, all Plan and
10 Disclosure Statement time was billed to matter 12 and the total amount billed in that matter each
11 month (from October 2006 through the Effective Date) was allocated $\frac{1}{3}$ each to USACM, FTDF
12 and DTDF. Thus, although separate invoices were no longer created for each debtor, RQN
13 continued to fully describe the work and allocate it equally among USACM, FTDF and DTDF for
14 the Plan and Disclosure Statement work performed.

15 9. Similarly, unless directly allocable to a specific debtor, fees incurred in the
16 Asset Disposition matter, which primarily related to the sale process that culminated in the Court-
17 approved sale to Compass, were allocated evenly between USACM and FTDF as the total time
18 spent benefited the USACM and FTDF estates equally.

19 10. Similar to that described above, prior to October 2006, time entries related
20 to the Asset Disposition matter, unless directly allocable to a specific debtor, were duplicated in
21 matter 3 (USACM) and matter 25 (FTDF). While each billing entry narrative would reflect all the
22 work performed, only $\frac{1}{2}$ of the amount worked would actually be billed to each estate. In October
23 2006, in order to lessen the increasing administrative burden, all sale process time was billed to
24 matter 3 and the total amount billed in that matter each month (from October 2006 through the
25
26
27
28

Effective Date) was allocated evenly between USACM and FTDF. Thus, although separate invoices were no longer generated for each debtor, RQN continued to fully describe the work performed and continued to allocate it equally among FTDF and USACM.

11. Additionally, unless directly allocable to a specific debtor, fees incurred in connection with Asset Analysis and Recovery matters involving HMA Sales, the Royal Hotel and Tree Moss / Investors VI were allocated evenly among USACM and DTDF as these Debtors derived the benefit from those legal services.

12. Prior to January 2007, billing entries relating to these Asset Analysis and Recovery issues (HMA Sales, the Royal Hotel and Tree Moss / Investors VI) that were not allocable to a specific debtor were duplicated in matter 2 (USACM) and matter 26 (DTDF). However, in January 2007 substantially all of the Asset Analysis and Recovery legal work being performed equally benefited both the USACM and DTDF estates. Accordingly, beginning in January 2007 again in an effort to lessen the administrative burden borne by the estates, only a single billing invoice was generated (matter 2) and the total monthly amount was allocated equally between USACM and DTDF.

13. Unless directly allocable to a specific debtor, after the first interim application period (Petition Date through July 31, 2006),⁸ RQN has allocated its fees incurred for matter 7 (Fee / Employment Applications), matter 8 (Fee / Employment Objections), and matter 15 (Travel Time) on a percentage basis equal to the remaining fees allocable to that debtor.

14. Expenses (matter 14) have likewise been allocated on a percentage basis equal to the remaining fees allocable to that debtor.

⁸ The Order Approving First RQN Interim Application resolved the allocation issues for the first interim application period (Petition Date through July 31, 2006).

15. Accordingly, the percentage of fees allocated to each debtor subsequent to the first interim application period (i.e., August 1, 2006 through the Effective Date), and thus the percentage allocation for matters 7, 8, 14 and 15 during that period is:

USA Commercial Mortgage Company	69.451%
USA Capital First Trust Deed Fund, LLC	16.776%
USA Capital Diversified Trust Deed Fund, LLC	13.748%
USA Capital Realty Advisors, LLC	0.000%
USA Securities, LLC	0.025%

16. Accordingly, RQN's final allocation of all fees and costs among the Debtors for the entire Application Period is summarized as follows:

USA Commercial Mortgage Company

Second and Final Fee Application

<u>Matter</u>	<u>Description</u>	<u>Amount</u>
1	Case Administration	\$269,133.25
2	Asset Analysis and Recovery	\$213,854.00
3	Asset Disposition	\$169,420.00
4	Business Operations	\$380,364.00
5	Claims Administration and Objections	\$124,971.00
6	Employee Benefits / Pensions	\$58,019.50
7	Fee / Employment Applications	\$43,918.89
8	Fee / Employment Objections	\$29,948.19
9	Executory Contracts	\$3,993.00
11	Litigation	\$156,384.00
12	Plan and Disclosure Statement	\$227,352.45
13	Tax Issues	\$26,633.00
15	Travel Time (1/2 regular rate)	\$56,025.19
17	Regulatory Matters	\$108,861.00
21	Unsecured Creditors Committee Relations	\$18,812.85
22	Executory Contracts Committee Relations	\$14,751.10
29	Sub-Servicing (Compass)	\$1,907.50

Fee Subtotal (August – March)	\$1,904,348.92
First Interim Fee Order Subtotal (April – July)	\$753,395.85

Subtotal of All USACM Fees	\$2,657,744.77
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14	Costs (Second and Final Application (August – March))	\$119,611.29
14	Costs (First Interim Order (April – July))	\$50,354.05

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USACM Costs Subtotal **\$169,965.34**

USACM Total **\$2,827,710.11**

USA Capital First Trust Deed Fund, LLC

Second and Final Fee Application

3	Asset Disposition	\$147,237.75
7	Fee / Employment Applications	\$10,608.47
8	Fee / Employment Objections	\$7,233.89
12	Plan and Disclosure Statement	\$182,500.84
15	Travel Time (1/2 regular rate)	\$13,532.71
19	Committee Relations	\$21,551.89
25	Case Administration	\$77,323.94

Fee Subtotal (August – March) **\$459,989.49**

First Interim Fee Order Subtotal (April – July) **\$87,763.12**

Subtotal of All FTDF Fees **\$547,752.61**

14	Costs (Second and Final Application (August – March))	\$28,891.72
14	Costs (First Interim Order (April - July))	\$5,865.75

FTDF Costs Subtotal **\$34,757.47**

FTDF Total **\$582,510.08**

USA Capital Diversified Trust Deed Fund, LLC

Second and Final Fee Application

2	Asset Analysis and Recovery	\$48,973.25
7	Fee / Employment Application	\$8,694.35
8	Fee / Employment Objections	\$5,928.65
12	Plan and Disclosure Statement	\$182,500.83
15	Travel Time (1/2 regular rate)	\$11,090.96
20	Committee Relations	\$37,428.89
26	Case Administration	\$82,374.94

Fee Subtotal (August – March) **\$376,991.87**

First Interim Fee Order Subtotal (April – July) **\$92,139.84**

Subtotal of All DTDF Fees **\$469,131.71**

14	Costs (Second and Final Application (August – March))	\$23,678.69
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14	Costs (First Interim Order (April – July))	\$6,158.27
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DTDF Costs Subtotal	<u>\$29,836.96</u>
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DTDF Total	<u><u>\$498,968.67</u></u>
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USA Capital Realty Advisors, LLC

Second and Final Fee Application

7	Fee / Employment Applications	\$0.00
8	Fee / Employment Objections	\$0.00
15	Travel Time (1/2 regular hourly rate)	<u>\$0.00</u>

Fee Subtotal(August – March)	\$0.00
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First Interim Fee Order Subtotal (April – July)	<u>\$1,944.36</u>
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Subtotal of All USA Realty Fees	<u>\$1,944.36</u>
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14	Costs (Second and Final Application (August – March))	\$0.00
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14	Costs (First Interim Order (April – July))	<u>\$129.95</u>
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USA Realty Costs Subtotal	\$129.95
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USA Realty Total	<u>\$2,074.31</u>
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USA Securities, LLC

Second and Final Fee Application

7	Fee / Employment Applications	\$15.79
8	Fee / Employment Objections	\$10.77
15	Travel Time (1/2 regular hourly rate)	\$20.14
24	Case Administration	<u>\$638.00</u>

Fee Subtotal (August – March)	\$684.70
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First Interim Fee Order Subtotal (April – July)	<u>\$1,944.37</u>
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Subtotal of All Securities Fees	<u>\$2,629.07</u>
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14	Costs (Second and Final Application (August – March))	\$43.01
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14	Costs (First Interim Order (April – July))	<u>\$129.95</u>
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USA Securities Costs Subtotal	\$172.96
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USA Securities Total	<u>\$2,802.03</u>
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FINAL COSTS TOTAL \$234,862.68

FINAL FEES TOTAL \$3,679,202.52

FINAL TOTAL \$3,914,065.20

C. Summary of Services in Each Specific Matter

A summary of the nature of each specific matter, the names, billing rates, hours spent, and total billed for each RQN professional and paraprofessional in each matter during the Application Period, and a synopsis of the work performed during the Application Period in each project category, is provided in the separate paragraphs below. A detailed explanation of all services rendered during the Application Period is set forth in the invoices attached hereto in Exhibits C through N, which are fully incorporated herein.

1. Case Administration

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	75.90	\$21,631.50
Steven W. Call	Attorney (Shareholder)	\$250	2.20	\$550.00
Scott H. Clark	Attorney (Shareholder)	\$300	2.70	\$810.00
Kevin G. Glade	Attorney (Shareholder)	\$275	11.40	\$3,135.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	289.25 ⁹	\$91,113.75
Annette W. Jarvis	Attorney (Shareholder)	\$370	11.35	\$4,199.50
Elaina M. Maragakis	Attorney (Shareholder)	\$220	0.40	\$88.00
Douglas M. Monson	Attorney (Shareholder)	\$275	13.60	\$3,740.00
Douglas M. Monson	Attorney (Shareholder)	\$285	0.50	\$142.50
Elaine A. Monson	Attorney (Shareholder)	\$245	426.85	\$104,578.25
Elaine A. Monson	Attorney (Shareholder)	\$270	20.00	\$5,400.00
Mark W. Pugsley	Attorney (Shareholder)	\$250	51.40	\$12,850.00
Ira B. Rubinfeld	Attorney (Shareholder)	\$280	1.20	\$336.00
Gerald T. Snow	Attorney (Shareholder)	\$335	0.40	\$134.00
Steven C. Strong	Attorney (Shareholder)	\$250	299.62	\$74,937.50

⁹ Because fees incurred on some matters were allocated among various debtors, it occasionally appears as if individual attorneys are billing in hundredths of an hour. Because of an internal accounting software glitch, this occasionally results in what appears to be a slightly different hourly rate. However, professionals' time is billed at the hourly rate disclosed herein and the dollar amount reflected on the invoice, and summarized in the body of this Application, accurately bills only for the actual time worked.

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 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
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1	Steven C. Strong	Attorney (Shareholder)	\$285	24.30	\$6,925.50
	Stephen C. Tingey	Attorney (Shareholder)	\$275	10.40	\$2,860.00
2	Steven T. Waterman	Attorney (Shareholder)	\$290	23.80	\$6,902.00
3	R. Gary Winger	Attorney (Shareholder)	\$265	8.90	\$2,358.50
	R. Gary Winger	Attorney (Shareholder)	\$285	1.50	\$427.50
4	Brent D. Wride	Attorney (Shareholder)	\$270	6.30	\$1,701.00
	Peggy Hunt	Attorney (Of Counsel)	\$250	9.80	\$2,450.00
5	Peggy Hunt	Attorney (Of Counsel)	\$285	1.40	\$378.00
	Lon A. Jenkins	Attorney (Of Counsel)	\$290	59.26	\$17,211.50
6	Carolyn Clark	Attorney (Associate)	\$185	1.20	\$222.00
7	Scott A. Cummings	Attorney (Associate)	\$170	43.30	\$7,361.00
	Scott A. Cummings	Attorney (Associate)	\$185	23.40	\$4,329.00
8	Benjamin J. Kotter	Attorney (Associate)	\$195	82.20	\$16,029.00
	Benjamin J. Kotter	Attorney (Associate)	\$205	0.60	\$123.00
9	Richard H. Madsen, II	Attorney (Associate)	\$190	8.00	\$1,520.00
	Christopher N. Nelson	Attorney (Associate)	\$200	0.30	\$60.00
10	Angelina Tsu	Attorney (Associate)	\$195	31.00	\$6,045.00
11	Gregory E. Jolley	Law Clerk	\$115	5.30	\$609.50
	James A. Sorenson	Law Clerk	\$115	1.00	\$115.00
12	J. Andrew West	Law Clerk	\$115	1.00	\$115.00
	Jasmine Batestas	Paralegal	\$120	8.60	\$1,032.00
13	Alison Hansen	Paralegal	\$120	2.30	\$276.00
14	Carrie Hurst	Paralegal	\$120	391.30	\$46,962.00
	Carrie Hurst	Paralegal	\$130	20.00	\$2,600.00
15	Lorri Okerlund	Paralegal	\$120	362.90	\$43,548.00
	Lorri Okerlund	Paralegal	\$130	47.30	\$6,149.00
16	Temporary	Paralegal	\$120	39.10	\$4,692.00
17	Jessica Zimmer	Paralegal	\$110	0.90	\$99.00
18	TOTALS		\$209.22	2,422.13	\$506,746.50

b. April 2006.¹⁰

As set forth in the invoice attached as Exhibit C-1, during April 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
23	Scott H. Clark	Attorney (Shareholder)	\$300	2.20	\$660.00
24	Kevin G. Glade	Attorney (Shareholder)	\$275	0.40	\$110.00
	Annette W. Jarvis	Attorney (Shareholder)	\$315	65.00	\$20,475.00
25	Elaine A. Monson	Attorney (Shareholder)	\$245	63.75	\$15,618.75
26	Steven C. Strong	Attorney (Shareholder)	\$250	61.34	\$15,337.50
	Stephen C. Tingey	Attorney (Shareholder)	\$275	0.50	\$137.50

¹⁰ April 2006 includes only services provided on and after the Petition Date (April 13, 2006).

R. Gary Winger	Attorney (Shareholder)	\$265	3.60	\$954.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	27.00	\$7,830.00
Benjamin J. Kotter	Attorney (Associate)	\$195	0.90	\$175.50
Angelina Tsu	Attorney (Associate)	\$195	4.60	\$897.00
Carrie Hurst	Paralegal	\$120	27.80	\$3,336.00
Temporary	Paralegal	\$120	8.30	\$996.00

TOTALS	\$250.68	265.39	\$66,527.25
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As set forth in greater detail in the invoice attached as Exhibit C-1, these fees were incurred relative to the filing and prosecution of various first day motions, responding to multiple inquiries from many creditors, state regulators, employees, and others regarding the bankruptcy filing. Fee were also incurred relative to the creation, management, and updating of an electronic document database, resolving noticing issues and petitioning the Court for an order limiting notice, facilitating the mailing of the initial notices and orders to parties-in-interest, and various other administrative duties necessary to the efficient management of the bankruptcy cases.

c. May 2006.

As set forth in the invoice attached as Exhibit D-1, during May 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	4.40	\$1,210.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	87.20	\$27,468.00
Douglas M. Monson	Attorney (Shareholder)	\$275	1.00	\$275.00
Elaine A. Monson	Attorney (Shareholder)	\$245	59.50	\$14,577.50
Steven C. Strong	Attorney (Shareholder)	\$250	80.78	\$20,212.50
Stephen C. Tingey	Attorney (Shareholder)	\$275	1.00	\$275.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	28.18	\$8,178.00
Benjamin J. Kotter	Attorney (Associate)	\$195	11.60	\$2,262.00
Angelina Tsu	Attorney (Associate)	\$195	9.50	\$1,852.50
Gregory E. Jolley	Law Clerk	\$115	5.30	\$609.50
Carrie Hurst	Paralegal	\$120	49.70	\$5,964.00
Temporary	Paralegal	\$120	30.80	\$3,696.00

TOTALS	\$234.66	368.96	\$86,580.00
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As set forth in greater detail in the invoice attached as Exhibit D-1, these fees were incurred relative to hearings and the associated briefing and preparation time responding to

numerous responses and objections for motions related to cash management, payment of employee wages, joint administration, and various other motions asserted by or against the Debtors. Fees were also incurred relating to the Debtors' motion to hold funds, the creation of multiple committees, preparation for and attendance at the Section 341 hearing, and various other administrative duties necessary to the efficient management of the bankruptcy cases.

d. June 2006.

As set forth in the invoice attached as Exhibit E-1, during June 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Scott H. Clark	Attorney (Shareholder)	\$300	0.50	\$150.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	20.60	\$6,489.00
Elaina M. Maragakis	Attorney (Shareholder)	\$220	0.40	\$88.00
Douglas M. Monson	Attorney (Shareholder)	\$275	2.70	\$742.50
Elaine A. Monson	Attorney (Shareholder)	\$245	15.30	\$3,748.50
Mark W. Pugsley	Attorney (Shareholder)	\$250	0.70	\$175.00
Steven C. Strong	Attorney (Shareholder)	\$250	40.60	\$10,162.50
Stephen C. Tingey	Attorney (Shareholder)	\$275	6.30	\$1,732.50
Steven T. Waterman	Attorney (Shareholder)	\$290	23.10	\$6,699.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	4.08	\$1,203.50
Benjamin J. Kotter	Attorney (Associate)	\$195	0.80	\$156.00
Angelina Tsu	Attorney (Associate)	\$195	14.20	\$2,769.00
Carrie Hurst	Paralegal	\$120	46.90	\$5,634.00
Jessica Zimmer	Paralegal	\$110	0.90	\$99.00
TOTALS		\$225.03	177.08	\$39,848.50

As set forth in greater detail in the invoice attached as Exhibit E-1, these fees were incurred relative to prosecuting the Debtors' motion to hold funds, analyzing and attempting to resolve issues surrounding the Bundy Canyon loan, and responding to multiple inquiries from various investors regarding the impact of the bankruptcy filing of their investments. Fees were also incurred relating to the Debtors' efforts to obtain DIP financing and the continuing evaluation of the Debtors' \$962 million loan portfolio. Additional fees were incurred related to various other administrative duties necessary to the efficient management of the bankruptcy cases.

e. July 2006.

As set forth in the invoice attached as Exhibit F-1, during July 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	6.10	\$1,677.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	28.40	\$8,946.00
Douglas M. Monson	Attorney (Shareholder)	\$275	0.10	\$27.50
Elaine A. Monson	Attorney (Shareholder)	\$245	43.80	\$10,731.00
Steven C. Strong	Attorney (Shareholder)	\$250	56.30	\$14,075.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	2.40	\$660.00
Peggy Hunt	Attorney (Of Counsel)	\$250	0.90	\$225.00
Benjamin J. Kotter	Attorney (Associate)	\$195	7.50	\$1,462.50
Richard H. Madsen II	Attorney (Associate)	\$190	7.70	\$1,463.00
Jamie A. Sorenson	Law Clerk	\$115	1.00	\$115.00
J. Andrew West	Law Clerk	\$115	1.00	\$115.00
Carrie Hurst	Paralegal	\$120	43.00	\$5,160.00
TOTALS		\$225.32	198.2	\$44,657.50

As set forth in greater detail in the invoice attached as Exhibit F-1, these fees were incurred for necessary legal research related to and the drafting of the motion to distribute funds and the maintenance of the master service list in the case. Fees were also incurred relative to formulating various press releases and communications with various investors and the maintenance and posting of documents and statements on the Debtors' website for the benefit of creditors, Direct Lenders and other interested parties. Time was also spent preparing for and participating in the Debtors Section 341 meeting, and analyzing and responding to information requests from multiple interested parties. Fees were also incurred relating to the continuing evaluation of the Debtors' large loan portfolio. Additional fees were incurred related to various other administrative duties necessary to the efficient management of the bankruptcy cases.

f. August 2006.

As set forth in the invoice attached as Exhibit G-1, during August 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	75.90	\$21,631.50

1	Kevin G. Glade	Attorney (Shareholder)	\$275	0.50	\$137.50
	Annette W. Jarvis	Attorney (Shareholder)	\$315	23.50	\$7,402.50
2	Douglas M. Monson	Attorney (Shareholder)	\$275	6.70	\$1,842.50
3	Elaine A. Monson	Attorney (Shareholder)	\$245	122.80	\$30,086.00
	Mark W. Pugsley	Attorney (Shareholder)	\$250	50.70	\$12,675.00
4	Steven C. Strong	Attorney (Shareholder)	\$250	9.50	\$2,375.00
	Stephen C. Tingey	Attorney (Shareholder)	\$275	0.20	\$55.00
5	Carolynn Clark	Attorney (Associate)	\$185	1.20	\$222.00
	Benjamin J. Kotter	Attorney (Associate)	\$195	41.20	\$8,034.00
6	Jasmine Batesas	Paralegal	\$120	7.80	\$936.00
7	Carrie Hurst	Paralegal	\$120	33.10	\$3,972.00
	Lorri Okerlund	Paralegal	\$120	44.80	\$5,376.00
8					
9	TOTALS		\$226.72	417.90	\$94,745.00

10 As set forth in greater detail in the invoice attached as Exhibit G-1, a large portion of the
11 services performed this month under this category were billed by Allan Brinkerhoff, a litigation
12 shareholder, Elaine Monson, a bankruptcy and litigation shareholder, and Mark Pugsley, a
13 litigation and securities shareholder. These attorneys worked as a coordinated team in dealing
14 with the significant and complicated issues raised by Joseph Milanowski and his non-debtor
15 entity, USA Investment Partners ("USAIP") (which, after the Effective Date, was placed in
16 involuntary bankruptcy) concerning critical documents of USACM in which USAIP claimed an
17 interest. A very large amount of document review and analysis was necessary to deal with USAIP
18 document issues. Because of the way USACM and USAIP commingled their records prior to the
19 Petition Date, there was significant intermingling of the records, and USACM exercised due
20 caution to insure that even though USAIP demanded the immediate turnover of hundreds of boxes
21 of documents allegedly belonging to USAIP, no records were turned over to USAIP, and instead
22 USACM proposed a carefully crafted protective order so USACM would continue to have control
23 and access to documents that would be an important resource in the claims that would be made on
24 behalf of USACM's creditors against USAIP and its principals and related entities. Additional
25 fees incurred in this matter included: (1) preparing reply briefs in support of key motions that had
26 been filed, including a motion to use cash to keep the business operational in order for a plan of
27 reorganization to be obtained, a motion to distribute to direct lenders millions of dollars (with
28 appropriate reserves) in loan proceeds that had been collected, and a motion to allow partial

payments to the estates' professionals in order for them to continue providing services and keep the case moving toward plan confirmation; (2) analysis of the "pre-paid interest" issue and of possible solutions (which analysis was ultimately key in negotiating and formulating the consensual plan of reorganization); and (3) administrative services primarily by RQN's paralegals in organizing thousands of documents and preparing hearing binders and other materials to assist RQN lawyers (primarily Annette W. Jarvis) to efficiently and effectively prepare for critical hearings in this case.

g. September 2006.

As set forth in the invoice attached as Exhibit H-1, during September 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	9.60	\$3,024.00
Elaine A. Monson	Attorney (Shareholder)	\$245	43.60	\$10,682.00
Douglas M. Monson	Attorney (Shareholder)	\$275	2.80	\$770.00
Steven C. Strong	Attorney (Shareholder)	\$250	21.20	\$5,300.00
Steven T. Waterman	Attorney (Shareholder)	\$290	0.50	\$145.00
R. Gary Winger	Attorney (Shareholder)	\$265	1.20	\$318.00
Benjamin J. Kotter	Attorney (Associate)	\$195	2.20	\$429.00
Angelina Tsu	Attorney (Associate)	\$195	0.90	\$175.50
Carrie Hurst	Paralegal	\$120	28.80	\$3,456.00
Lorri Okerlund	Paralegal	\$120	35.90	\$4,308.00
TOTALS		\$195.01	146.70	\$28,607.50

As set forth in greater detail in the invoice attached as Exhibit H-1, the services included: (1) additional research and analysis of the "pre-paid interest" issue and of possible solutions, (which analysis was ultimately key in negotiating and formulating the consensual plan of reorganization and dealing with the approximately \$40 million "pre-paid interest" issue); (2) responding to numerous questions from creditors and Direct Lenders regarding proofs of claim, real estate appraisals on loan collateral, and other issues; (3) working on a motion to return investor loan funds held in escrow as of the Petition Date; (4) preparing for and attending omnibus hearings held this month; and (5) administrative services primarily by RQN's paralegals in continuing to organize thousands of documents filed in this case, numerous proofs of claim filed,

and preparing hearing binders and other materials to assist RQN lawyers (primarily Annette W. Jarvis) to efficiently prepare for critical hearings in this case.

h. October 2006.

As set forth in the invoice attached as Exhibit I-1, during October 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven W. Call	Attorney (Shareholder)	\$250	1.80	\$450.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	11.15	\$3,512.25
Elaine A. Monson	Attorney (Shareholder)	\$245	22.20	\$5,439.00
Steven C. Strong	Attorney (Shareholder)	\$250	10.70	\$2,675.00
Brent D. Wride	Attorney (Shareholder)	\$270	0.40	\$108.00
Scott A. Cummings	Attorney (Associate)	\$170	1.30	\$221.00
Benjamin J. Kotter	Attorney (Associate)	\$195	10.10	\$1,969.50
Richard G. Madsen	Attorney (Associate)	\$190	0.30	\$57.00
Carrie Hurst	Paralegal	\$120	43.10	\$5,172.00
Lorri Okerlund	Paralegal	\$120	55.90	\$6,708.00
TOTALS		\$167.64	156.95	\$26,311.75

As set forth in greater detail in the invoice attached as Exhibit I-1, the services included:

(1) research and analysis of issues concerning inter-company claims by the Debtors to ensure such claims could be preserved for the benefit of each Debtor's estate and could be addressed by the Committees in the Plan negotiation process; (2) obtaining an extended claims bar date for Direct Lenders, as requested by the Executory Contracts Committee; (3) analyzing issues and filing a reply concerning the Debtors' need for continued use of cash for administrative expenses to preserve the value of the Debtors' estates until a Plan could be confirmed; (4) responding to the U.S. Trustee's motion to convert the Debtors' cases to Chapter 7; and (5) responding to numerous inquiries from investors regarding proofs of claim and other various other questions (generally handled by RQN's lead bankruptcy paralegal, Carrie Hurst); and (6) administrative services primarily by RQN's paralegals in organizing numerous documents filed in this case, numerous proofs of claim filed, and preparing hearing binders and other materials necessary to assist RQN lawyers (primarily Annette W. Jarvis) to efficiently prepare for hearings in this case.

i. November 2006.

As set forth in the invoice attached as Exhibit J-1, during November 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven W. Call	Attorney (Shareholder)	\$250	0.40	\$100.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	9.10	\$2,866.50
Elaine A. Monson	Attorney (Shareholder)	\$245	13.40	\$3,283.00
Ira B. Rubinfeld	Attorney (Shareholder)	\$280	1.20	\$336.00
Steven C. Strong	Attorney (Shareholder)	\$250	1.80	\$450.00
R. Gary Winger	Attorney (Shareholder)	\$265	0.60	\$159.00
Brent D. Wride	Attorney (Shareholder)	\$270	5.10	\$1,377.00
Benjamin J. Kotter	Attorney (Associate)	\$195	2.40	\$468.00
Carrie Hurst	Paralegal	\$120	65.80	\$7,896.00
Lorri Okerlund	Paralegal	\$120	29.20	\$3,504.00
TOTALS		\$158.45	129.00	\$20,439.50

As set forth in greater detail in the invoice attached as Exhibit J-1, the services included:

(1) corresponding with Direct Lenders (or their counsel) who requested copies of real estate appraisals to ensure the confidentiality of such information as per the Court's instructions; (2) further work on a motion and related papers that resulted in the return of investor funds held in escrow to the Direct Lenders on a particular loan that had not fully closed as of the Petition Date; (3) review of the Debtor's insurance policies to determine whether any post-petition coverage existed for claims against USACM; (4) preparation of papers for a Rule 2004 examination and subpoena to Joseph Milanowski; (5) responding to numerous inquiries from investors regarding proofs of claim and other various other questions; and (6) administrative services primarily by RQN's paralegals in organizing numerous documents filed in this case, numerous proofs of claim filed, and preparing hearing binders and other materials to assist RQN lawyers (primarily Annette W. Jarvis) to efficiently prepare for hearings in this case.

j. December 2006.

As set forth in the invoice attached as Exhibit K-1, during December 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

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 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
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	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
1					
2	Annette W. Jarvis	Attorney (Shareholder)	\$315	5.90	\$1858.50
3	Elaine A. Monson	Attorney (Shareholder)	\$245	3.90	\$955.50
4	Gerald T. Snow	Attorney (Shareholder)	\$335	0.40	\$134.00
5	Steven C. Strong	Attorney (Shareholder)	\$250	2.20	\$550.00
6	Steven T. Waterman	Attorney (Shareholder)	\$290	0.20	\$58.00
7	Brent D. Wride	Attorney (Shareholder)	\$270	0.80	\$216.00
8	Scott A. Cummings	Attorney (Associate)	\$170	1.30	\$221.00
9	Benjamin J. Kotter	Attorney (Associate)	\$195	3.50	\$682.50
10	Christopher N. Nelson	Attorney (Associate)	\$200	0.30	\$60.00
11	Angelina Tsu	Attorney (Associate)	\$195	1.80	\$351.00
12	Jasmine Batestas	Paralegal	\$120	0.80	\$96.00
13	Alison Hansen	Paralegal	\$120	2.30	\$276.00
14	Carrie Hurst	Paralegal	\$120	42.40	\$5,088.00
15	Lorri Okerlund	Paralegal	\$120	83.20	\$9,984.00
16					
17		TOTALS	\$137.79	149.00	\$20,530.50

As set forth in greater detail in the invoice attached as Exhibit K-1, the services included efforts to ensure efficient coverage of the various matters (including but not limited to the auction of the servicing assets, confirmation of the Plan, and involuntary bankruptcy filings against two USAIP-related entities) by RQN professionals; various administrative tasks relating to hearing preparations, management of voluminous documents relating to the auction, Plan confirmation, and the involuntary cases, and other matters; and responding to numerous inquiries concerning claims and Plan-related issues.

k. January 2007.

As set forth in the invoice attached as Exhibit L-1, during January 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
23					
24	Annette W. Jarvis	Attorney (Shareholder)	\$315	28.80	\$9,072.00
25	Douglas M. Monson	Attorney (Shareholder)	\$275	0.30	\$82.50
26	Elaine A. Monson	Attorney (Shareholder)	\$245	38.60	\$9,457.00
27	Steven C. Strong	Attorney (Shareholder)	\$250	15.20	\$3,800.00
28	R. Gary Winger	Attorney (Shareholder)	\$265	3.50	\$927.50
	Peggy Hunt	Attorney (Of Counsel)	\$250	8.90	\$2,225.00
	Scott A. Cummings	Attorney (Associate)	\$170	40.70	\$6,919.00
	Benjamin J. Kotter	Attorney (Associate)	\$195	2.00	\$390.00

Carrie Hurst	Paralegal	\$120	47.30	\$5,676.00
Lorri Okerlund	Paralegal	\$120	77.30	\$9,276.00

TOTALS	\$182.12	262.60	\$47,825.00
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As set forth in greater detail in the invoice attached as Exhibit L-1, a large portion of the services related to analysis of transition issues in planning and coordinating a smooth transition of all pending matters to Compass and the post-Effective Date entities under the confirmed Plan, which benefited the estate by preserving the value of the litigation and other assets to be transferred under the Plan. The services provided also included substantial work in corresponding with more than 100 Direct Lenders (or their counsel) who requested copies of real estate appraisals to provide such information, while ensuring its confidentiality per the Court's instructions. Additional services included various administrative tasks such as organizing and managing the voluminous documents filed in the case as well as preparing materials for the various omnibus hearings that took place.

I. February 2007.

As set forth in the invoice attached as Exhibit M-1, during February 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	8.35	\$3,089.50
Elaine A. Monson	Attorney (Shareholder)	\$270	16.80	\$4,536.00
Steven C. Strong	Attorney (Shareholder)	\$285	8.70	\$2,479.50
R. Gary Winger	Attorney (Shareholder)	\$285	1.50	\$427.50
Peggy Hunt	Attorney (Of Counsel)	\$270	1.40	\$378.00
Scott A. Cummings	Attorney (Associate)	\$185	4.60	\$851.00
Benjamin J. Kotter	Attorney (Associate)	\$205	0.20	\$41.00
Carrie Hurst	Paralegal	\$130	15.60	\$2,028.00
Lorri Okerlund	Paralegal	\$130	47.30	\$6,149.00

TOTALS	\$191.28	104.45	\$19,979.50
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As set forth in greater detail in the invoice attached as Exhibit M-1, the services included continued work on transition issues (including transition work to facilitate the closing of the sale transaction with Compass), organization and management of documents and files in the main

bankruptcy case and related cases (two involuntary cases, HMA litigation, other adversary proceedings, etc.), and preparing necessary hearing materials to assist RQN attorneys (primarily Annette W. Jarvis) to efficiently prepare for various hearings.

m. March 2007.

As set forth in the invoice attached as Exhibit N-1, during March 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	3.00	\$1,110.00
Douglas M. Monson	Attorney (Shareholder)	\$285	0.50	\$142.50
Elaine A. Monson	Attorney (Shareholder)	\$270	3.20	\$864.00
Steven C. Strong	Attorney (Shareholder)	\$285	15.60	\$4,446.00
Scott A. Cummings	Attorney (Associate)	\$185	18.80	\$3,478.00
Benjamin J. Kotter	Attorney (Associate)	\$205	0.40	\$82.00
Carrie Hurst	Paralegal	\$130	4.40	\$572.00
TOTALS		\$233.00	45.90	\$10,694.50

As set forth in greater detail in the invoice attached as Exhibit N-1, these services included work on a large set of amendments to USACM's bankruptcy schedules, which were necessary to ensure proper, updated amounts were listed for claims against USACM, and continued processing of requests received from Direct Lenders for collateral appraisal information.

2. Asset Analysis and Recovery

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	82.35	\$23,469.75
Scott B. Finlinson	Attorney (Shareholder)	\$220	2.40	\$528.00
Kevin G. Glade	Attorney (Shareholder)	\$275	90.20	\$24,805.00
Kevin G. Glade	Attorney (Shareholder)	\$285	3.00	\$855.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	109.00	\$34,335.00
Annette W. Jarvis	Attorney (Shareholder)	\$370	26.80	\$9,916.00
Douglas M. Monson	Attorney (Shareholder)	\$275	2.00	\$550.00
Douglas M. Monson	Attorney (Shareholder)	\$285	7.70	\$2,194.50
Elaine A. Monson	Attorney (Shareholder)	\$245	240.10	\$58,824.50
Elaine A. Monson	Attorney (Shareholder)	\$270	151.00	\$40,770.00
Mark W. Pugsley	Attorney (Shareholder)	\$250	.50	\$125.00

1	Steven C. Strong	Attorney (Shareholder)	\$250	95.50	\$23,875.00
	Steven C. Strong	Attorney (Shareholder)	\$285	14.60	\$4,161.00
2	Stephen C. Tingey	Attorney (Shareholder)	\$275	287.40	\$79,035.00
	Stephen C. Tingey	Attorney (Shareholder)	\$285	7.60	\$2,166.00
3	Ellen J. Toscano	Attorney (Shareholder)	\$270	45.10	\$12,177.00
4	Peggy Hunt	Attorney (Of Counsel)	\$250	1.00	\$250.00
	Peggy Hunt	Attorney (Of Counsel)	\$285	1.50	\$427.50
5	Benjamin J. Kotter	Attorney (Associate)	\$195	27.40	\$5,343.00
	Benjamin J. Kotter	Attorney (Associate)	\$205	9.00	\$1,845.00
6	Scott A. Cummings	Attorney (Associate)	\$170	32.10	\$5,457.00
7	Gregory E. Jolley	Law Clerk	\$115	5.60	\$644.00
	Carrie Hurst	Paralegal	\$130	20.60	\$2,678.00
8	Lorri Okerlund	Paralegal	\$130	5.00	\$650.00

9	TOTALS	\$264.37	1,267.45	\$335,081.25
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10 **b. April 2006.**

11 As set forth in the invoice attached as Exhibit C-2, during April 2006 the following RQN
 12 professionals provided services to the Debtors under this matter:

13	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
14	Kevin G. Glade	Attorney (Shareholder)	\$275	27.70	\$7,617.50
15	Annette W. Jarvis	Attorney (Shareholder)	\$315	0.40	\$126.00
16	Douglas M. Monson	Attorney (Shareholder)	\$275	1.20	\$330.00
	Steven C. Strong	Attorney (Shareholder)	\$250	5.70	\$1,425.00
17	Stephen C. Tingey	Attorney (Shareholder)	\$275	0.40	\$110.00
	Benjamin J. Kotter	Attorney (Associate)	\$195	16.50	\$3,217.50

18	TOTALS	\$247.13	51.90	\$12,826.00
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19 As set forth in greater detail in the invoice attached as Exhibit C-2, these fees were
 20 incurred relative to the Debtors' efforts to investigate various loan transactions, document and
 21 obtain security for a large receivable in excess of \$58 million owing by USAIP to USACM, and
 22 undertaking necessary legal research and analysis regarding the Debtors' property rights.

23 **c. May 2006.**

24 As set forth in the invoice attached as Exhibit D-2, during May 2006 the following RQN
 25 professionals provided services to the Debtors under this matter:

26	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
27	Kevin G. Glade	Attorney (Shareholder)	\$275	49.90	\$13,722.50

Annette W. Jarvis	Attorney (Shareholder)	\$315	11.70	\$3,685.50
Douglas M. Monson	Attorney (Shareholder)	\$275	0.80	\$220.00
Elaine A. Monson	Attorney (Shareholder)	\$245	0.40	\$98.00
Steven C. Strong	Attorney (Shareholder)	\$250	11.30	\$2,825.00
Steven C. Tingey	Attorney (Shareholder)	\$275	66.30	\$18,232.50
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	8.40	\$2,268.00
Benjamin J. Kotter	Attorney (Associate)	\$195	7.90	1,540.50

TOTALS	\$271.81	156.70	\$42,592.00
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As set forth in greater detail in the invoice as Exhibit D-2, these fees were incurred relative to the Debtors' efforts to analyze the \$962 million loan portfolio and performance of individual loans within that portfolio. Furthermore, Stephen C. Tingey and Kevin G. Glade undertook a substantial and detailed analysis of each of the Debtors' loans including a through review of each loan's "Loan File" and related documentation. This work was time consuming, but of critical importance in trying to ascertain as quickly as possible the current status of each loan, any deficiencies or problems in the loan structure and the formulation of a plan of action to service the loans and remedy, as much as possible, deficiencies in the loan documentation. Fees were also incurred relative to the negotiation and documentation of the security agreement with USAIP.

d. June 2006.

As set forth in the invoice attached as Exhibit E-2, during June 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Scott B. Finlinson	Attorney (Shareholder)	\$220	2.40	\$528.00
Kevin G. Glade	Attorney (Shareholder)	\$275	12.60	\$3,465.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	9.50	\$2,992.50
Elaine A. Monson	Attorney (Shareholder)	\$245	0.20	\$49.00
Steven C. Strong	Attorney (Shareholder)	\$250	8.60	\$2,150.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	12.00	\$3,300.00
Benjamin J. Kotter	Attorney (Associate)	\$195	3.00	\$585.00
Gregory E. Jolley	Law Clerk	\$115	5.60	\$644.00

TOTALS	\$254.42	53.90	\$13,713.50
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As set forth in greater detail in the invoice attached as Exhibit E-2, these fees were incurred relative to the USAIP receivable and the continuing negotiations of the USAIP Security

Agreement as well as the investigation and analysis of specific loans within the Debtors' \$962 million loan portfolio.

e. July 2006.

As set forth in the invoice attached as Exhibit F-2, during July 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	4.00	\$1,260.00
Steven C. Strong	Attorney (Shareholder)	\$250	5.80	\$1,450.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	1.50	\$412.50
TOTALS		\$276.33	11.30	\$3,122.50

As set forth in greater detail in the invoice attached as Exhibit F-2, these fees were incurred relative to the ongoing investigation and analysis of the Debtors' \$962 million loan portfolio and continued efforts to resolve disputes with USAIP and Joe Milanowski regarding document ownership and control.

f. August 2006.

As set forth in the invoice attached as Exhibit G-2, during August 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	15.70	\$4,945.50
Elaine A. Monson	Attorney (Shareholder)	\$245	1.00	\$245.00
Mark W. Pugsley	Attorney (Shareholder)	\$250	0.50	\$125.00
Steven C. Strong	Attorney (Shareholder)	\$250	4.30	\$1,075.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	10.60	\$2,915.00
TOTALS		\$289.89	32.10	\$9,305.50

As set forth in greater detail in the billing records attached as Exhibit G-2, these services included the following: (1) review status of title and liens issues relating to the Royal Hotel in connection with negotiations to apply the proceeds from the sale of the Royal Hotel to the partial payment of the USAIP \$58 million promissory note; (2) continue work with counsel for Milanowski/USAIP regarding dispute as to ownership and possession of hundreds of boxes of

documents in the Debtors' offices; (3) preparations for and meetings with counsel for Milanowski and the DTDF Committee regarding USAIP assets and the collection of the USAIP \$58 million promissory note; (4) work on analyzing and resolving problems on various loans in the portfolio and collecting on or preserving security for the USAIP \$58 million promissory note, including but not limited to Fiesta Stoneridge, Roripaugh Ranch, BySynergy and Shamrock Towers; (5) necessary legal research and continued analysis of issues relating to the recovery of pre-paid interest that were improperly paid to investors.

g. September 2006.

As set forth in the invoice attached as Exhibit H-2, during September 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	2.95	\$840.75
Annette W. Jarvis	Attorney (Shareholder)	\$315	11.20	\$3,528.00
Steven C. Strong	Attorney (Shareholder)	\$250	4.50	\$1,125.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	47.90	\$13,172.50
TOTALS		\$280.48	66.55	\$18,666.25

As set forth in greater detail in the billing records attached as Exhibit H-2, these services included the following: (1) conferences with client regarding specific loans in the portfolio including but not limited to: Standard Property, Hasley Canyon, Shamrock Towers, HFA, BySynergy, University Estates, Ashby and Bundy Canyon, and work on analyzing and resolving problems and issues in connection with those loans including default interest, assignment issues and application of payments; (2) analyze claims against USAIP, conferences with client and counsel for the DTDF Committee about negotiations to effectuate the payment of the USAIP \$58 million promissory note; (3) further discussions with Milanowski and his counsel regarding the current status of the sale of certain USAIP properties, including the Royal Hotel, the Hotel Zosa and Epic and the payment of proceeds from the sales of those properties toward the USAIP \$58 million promissory note and other obligations; (4) analyze automatic stay issues relating to equitable lien filed by Great White and correspondence relating thereto; (5) conferences with

client and analyze issues regarding whether monies collected on loans in which entities or persons affiliated with Milanowski are Direct Lenders should be paid.

h. October 2006.

As set forth in the invoice attached as Exhibit I-2, during October 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	9.80	\$2,793.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	19.90	\$6,268.50
Elaine A. Monson	Attorney (Shareholder)	\$245	33.80	\$8,281.00
Steven C. Strong	Attorney (Shareholder)	\$250	19.40	\$4,850.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	48.20	\$13,255.00
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	3.50	\$945.00
Scott A. Cummings	Attorney (Associate)	\$170	12.90	\$2,193.00
TOTALS		\$261.60	147.50	\$38,585.50

As set forth in greater detail in the billing records attached as Exhibit I-2, these services included the following: (1) numerous conferences with client, counsel for the DTDF Committee, and the Unsecured Creditors Committee of USACM regarding the collection of the USAIP \$58 million promissory note or the DTDF loan portfolio claims from the sale proceeds from the Royal Hotel, the Hotel Zosa and the Epic properties, and analysis of issues regarding same; (2) numerous discussions with counsel for Joe Milanowski regarding potential settlement of obligations owed to Debtors and draft and deliver various documents to Milanowski's counsel to ensure a partial payment on the obligations owed to the Debtors from the sale of the Royal Hotel, the Hotel Zosa and Epic; (3) analyze and review the status of the sale and title reports on the Royal Hotel and the Hotel Zosa and consider the problems and issues raised thereby; (4) analyze and research additional remedies to collect obligations owed to the Debtors, including a possible receivership, remedies involving the SEC, litigation and the filing of involuntary petitions against certain entities and the request for the appointment of a trustee; (5) communications with client regarding issues relating to the settlement with Thomas Flatley; (6) conferences with client regarding specific loans in the portfolio, DTDF loans or security for the USAIP \$58 million promissory note, including Shamrock Towers, Ashby, Roripaugh Ranch, University Estates, Meadow Creek

Partners, Mt. House (Pegasus), Golden State, Standard Property, By Synergy, Oak Shores, Anchor B, HFA, Copper Sage II and Cottonwood Hills and work on analyzing and resolving problems in connection therewith, including drafting correspondence, analysis of default interest issues and review UCC filings regarding loans; (7) evaluation of issues relating to forensic accounting of funds flowing out of the DTDF to various entities controlled by USAIP/ Milanowski; (8) review pleadings in connection with Huntsville/West Hills bankruptcy; (9) review motion to compel distribution of funds filed by USREG.

i. November 2006.

As set forth in the invoice attached as Exhibit J-2, during November 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	32.70	\$9,319.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	10.90	\$3,433.50
Elaine A. Monson	Attorney (Shareholder)	\$245	43.20	\$10,584.00
Steven C. Strong	Attorney (Shareholder)	\$250	15.30	\$3,825.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	31.70	\$8,717.50
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	7.10	\$1,917.00
Scott A. Cummings	Attorney (Associate)	\$170	11.50	\$1,955.00
TOTALS		\$260.84	152.40	\$39,751.50

As set forth in greater detail in the billing records attached as Exhibit J-2, these services included the following: (1) continued negotiations with counsel for USAIP/Milanowski regarding the payment of the USAIP \$58 million promissory note and other obligations; (2) review changes by counsel for USAIP/Milanowski to documents that would ensure payment of proceeds from sale of USAIP controlled properties to Debtors, and conferences with counsel for the DTDF Committee and the Unsecured Creditors Committee of USACM regarding same; (3) preparations to pursue other remedies against USAIP/Milanowski including meetings with the SEC regarding possible receivership against USAIP, drafting pleadings for 2004 examinations of USAIP, HMA Sales, Investors VI, LLC and Milanowski, and gathering evidence and documents; (4) additional research and preparations for possible filing of involuntary bankruptcy petitions, including

gathering evidence relating to creditors, work on portions of Tom Allison's declaration in support of involuntary petitions or other litigation, and drafting of pleadings relating to involuntary bankruptcy petition against Tree Moss, LLC; (5) review and analyze evidence relating to potential preference action against S. Reale; (6) conference with the Clark County District Attorneys office regarding Milanowski and his related entities; and (7) additional conferences with client regarding specific problems in the loan portfolio or with security for the USAIP \$58 million promissory note including Palm Harbor, Marlton Square, Fox Hills, HFA, Anchor B, Gateway Stone, Colt Gateway, BySynergy and University Estates and work on analyzing and resolving default interest issues, consideration of effect of loan service agreement on default interest, and review of estoppel letters.

j. December 2006.

As set forth in the invoice attached as Exhibit K-2, during December 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	36.90	\$10,516.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	18.00	\$5,670.00
Elaine A. Monson	Attorney (Shareholder)	\$245	98.80	\$24,206.00
Steven C. Strong	Attorney (Shareholder)	\$250	5.60	\$1,400.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	32.30	\$8,882.50
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	26.10	\$7,047.00
Scott A. Cummings	Attorney (Associate)	\$170	5.00	\$850.00
TOTALS		\$263.01	222.70	\$58,572.00

As set forth in greater detail in the billing records attached as Exhibit K-2, these services included the following: (1) review documents and prepare for the 2004 examinations against Milanowski, USAIP, HMA Sales, and Investors VI; (2) discussions with counsel for USAIP/ Milanowski regarding the 2004 examinations and the ongoing negotiations regarding the payment of monies owed by Milanowski or entities in his control to the Debtors; (3) review and respond to motion for protective order and motion to quash filed by USAIP/Milanowski in connection with 2004 examinations; (4) conferences with the client and counsel for the DTDF Committee regarding the involuntary bankruptcy petitions against Tree Moss and Investors VI; (5) research

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and continue work on drafting the necessary involuntary petition pleadings against Tree Moss and Investors VI, and facilitate the filing of those petitions, together with request for appointment of a trustee in those cases; (6) additional conferences and meetings with the SEC regarding pre- and post-petition actions of Debtors former management; (7) continued evaluation at client's request of specific loans in the portfolio including Bay Pompano, Harbor Georgetown, Urban Housing, Placer County, HFA, Tracy Suttles, University Estates, Colt Gateway, 6425 Gess Lake, Helen Partners, Shamrock Tower, Rio Rancho, Executive Plaza, J. Jireh, Castaic Partners and BySynergy, and analyze and work on resolution of problems in connection with those loans including, reviewing title updates and endorsement issues, updating index regarding status of various loans, and drafting letters to Direct Lenders; (8) evaluation regarding the Huntsville/West Hills bankruptcy, prepare proof of claim to file in the bankruptcy proceedings, and review plan and disclosure statement filed in that case; (9) conferences with DTDF Committee regarding issues relating to sale of the Royal Hotel, and take immediate action in connection therewith, including the drafting and filing of a complaint against HMA Sales and S. Reale, and filing a request for preliminary injunction and writ of attachment.

k. January 2007.

As set forth in the invoice attached as Exhibit L-2, during January 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Peggy Hunt	Attorney (Shareholder)	\$250	1.00	\$250.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	7.70	\$2,425.50
Elaine A. Monson	Attorney (Shareholder)	\$245	62.70	\$15,361.50
Steven C. Strong	Attorney (Shareholder)	\$250	15.00	\$3,750.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	36.50	\$10,037.50
Scott A. Cummings	Attorney (Associate)	\$170	2.70	\$459.00
TOTALS		\$257.03	125.60	\$32,283.50

During this month, RQN provided services in this matter for which it billed \$32,283.50, which it allocated ½ each (\$16,141.75) to USACM and DTDF.¹¹ As set forth in greater detail in the billing records attached as Exhibit L-2, the services included the following: (1) gather documents and prepare for hearing on motion for writ of attachment/preliminary injunction in the HMA/Reale litigation; (2) review information and documents from the 2004 examinations of Great White and First American Title Company regarding the closing of the sale of the Royal Hotel; (3) draft pleadings requesting writ of attachment against Great White, USA Real Estate Group and others who received proceeds from the sale of the Royal Hotel; (4) work on document production in the HMA/Reale litigation and discussions with counsel for the DTDF Committee regarding same; (5) conferences with counsel for S. Reale regarding HMA/Reale litigation and document production issues; (6) review amended complaint drafted by counsel for DTDF Committee and work on revisions thereto; (7) conferences with and assist counsel for DTDF Committee regarding preparations for trial in Tree Moss bankruptcy, including work on trial brief; (8) conferences with counsel for USAIP/Milanowski regarding Tree Moss bankruptcy filing; (9) review motion to dismiss Investor VI involuntary bankruptcy petition and draft opposition thereto; (10) communications with Texas counsel regarding Huntsville bankruptcy case, review Huntsville debtor's plan and disclosure statement and draft motion to enjoin foreclosure of property; and (11) conferences with client on various loans in the portfolio such as Urban Housing, Fox Hills, Colt Gateway, Glendale Partners, HFA, Cabernet Highlands and 60th Street, and analyze and work on resolution of problems in connection with those loans including exit fees, guaranty issues, and drafting letters regarding the application of the automatic stay and default interest letters.

¹¹ Prior to January 2007, Asset Analysis and Recovery billing entries relating to HMA Sales, the Royal Hotel and Tree Moss/Investors VI that were not allocable to a specific debtor were duplicated in matter 2 and matter 26 with USACM and DTDF sharing the expense equally. In January 2007, substantially all of Asset Analysis and Recovery being performed would equally benefit both USACM and DTDF. Accordingly, beginning in January 2007, through the Effective Date all time was billed only to matter 2 and then allocated equally to USACM and DTDF.

I. February 2007.

As set forth in the invoice attached as Exhibit M-2, during February 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$285	2.50	\$712.50
Annette W. Jarvis	Attorney (Shareholder)	\$370	26.80	\$9,916.00
Douglas M. Monson	Attorney (Shareholder)	\$285	7.70	\$2,194.50
Elaine A. Monson	Attorney (Shareholder)	\$270	118.90	\$32,103.00
Steven C. Strong	Attorney (Shareholder)	\$285	11.40	\$3,249.00
Stephen C. Tingey	Attorney (Shareholder)	\$285	3.70	\$1,054.50
Peggy Hunt	Attorney (Of Counsel)	\$285	1.50	\$427.50
Benjamin J. Kotter	Attorney (Associate)	\$205	9.00	\$1,845.00
Carrie Hurst	Paralegal	\$130	20.60	\$2,678.00
Lorri Okerlund	Paralegal	\$130	5.00	\$650.00
TOTALS		\$264.75	207.10	\$54,830.00

During this month, RQN provided services in this matter for which it billed \$54,830.00, which it allocated ½ each (\$27,415.00) to USACM and DTDF. As set forth in greater detail in the billing records attached as Exhibit M-2, the services included the following: (1) numerous conferences with counsel for the DTDF Committee regarding the course of action in the HMA/Reale litigation; (2) work on responding to the S. Reale documents requests and review of documents produced by S. Reale; (3) conferences and meeting with USAIP counsel regarding USAIP and related entity documents requested by S. Reale; (4) follow up on subpoena of Mt. Vista and 10-90, Inc. bank records; (5) work on motion to dismiss filed by S. Reale; (6) conferences, correspondence and meetings involving client, the DTDF Committee and representatives for the USACM Liquidating Trust and its counsel regarding transition issues, including those relating to the pending litigation; (7) draft deposition notices and requests for production of document to parties being deposed in the HMA/Reale litigation and conferences with counsel for the DTDF Committee and counsel for S. Reale regarding same; (8) discussions with counsel for the DTDF Committee and counsel for S. Reale regarding the settlement conference in the HMA/Reale litigation, review settlement briefs, review settlement offers and attend the settlement conference; and (9) evaluation of tracing issues in the HMA/Reale litigation.

m. **March 2007.**

As set forth in the invoice attached as Exhibit N-2, during March 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$285	0.50	\$142.50
Elaine A. Monson	Attorney (Shareholder)	\$270	32.10	\$8,667.00
Steven C. Strong	Attorney (Shareholder)	\$285	3.20	\$912.00
Stephen C. Tingey	Attorney (Shareholder)	\$285	3.90	\$1,111.50
TOTALS		\$272.87	39.70	\$10,833.00

During this month, RQN provided services in this matter for which it billed \$10,833.00, which it allocated ½ each (\$5,416.50) to USACM and DTDF. As set forth in greater detail in the billing records attached as Exhibit N-2, the services included the following: (1) conferences with counsel for the DTDF Committee regarding the HMA/Reale litigation; (2) follow up on tracing issues in the HMA/Reale litigation and continue work on document production issues in the case; (3) discussions with counsel for the DTDF Committee regarding depositions in the case; (5) assemble materials and prepare for defense of deposition of Thomas Allison; (6) follow up on issues regarding S. Reale's answers to DTDF's requests for admission; (7) review draft of opposition memorandum to the motion to dismiss filed in the HMA/Reale litigation; (8) review bankruptcy information regarding the HFA Wyndham Hills and Asylum loans; and (9) conference calls with counsel for the DTDF Committee regarding the Investors VI bankruptcy case and assist in gathering materials for upcoming trial.

3. Asset Disposition

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	84.60	\$23,265.00
Kevin G. Glade	Attorney (Shareholder)	\$285	12.20	\$3,477.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	304.25	\$95,838.75
Annette W. Jarvis	Attorney (Shareholder)	\$370	36.60	\$13,542.00
Douglas M. Monson	Attorney (Shareholder)	\$275	69.10	\$19,002.50

SCHWARTZ & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
 Tel: (702) 228-7590 · Fax: (702) 892-0122

1	Douglas M. Monson	Attorney (Shareholder)	\$285	85.40	\$24,339.00
	Elaine A. Monson	Attorney (Shareholder)	\$245	77.20	\$18,914.00
2	Elaine A. Monson	Attorney (Shareholder)	\$270	4.30	\$1,161.00
3	Steven C. Strong	Attorney (Shareholder)	\$250	144.35	\$36,087.50
	Steven C. Strong	Attorney (Shareholder)	\$285	39.20	\$11,172.00
4	Stephen C. Tingey	Attorney (Shareholder)	\$275	75.70	\$20,817.50
	Stephen C. Tingey	Attorney (Shareholder)	\$285	14.20	\$4,047.00
5	Steven T. Waterman	Attorney (Shareholder)	\$290	26.50	\$7,685.00
	R. Gary Winger	Attorney (Shareholder)	\$265	57.50	\$15,237.50
6	R. Gary Winger	Attorney (Shareholder)	\$285	3.00	\$855.00
7	Ellen J.D. Toscano	Attorney (Shareholder)	\$270	17.80	\$4,806.00
	Ellen J.D. Toscano	Attorney (Shareholder)	\$280	5.30	\$1,484.00
8	Scott A. Cummings	Attorney (Associate)	\$170	0.70	\$119.00
	Benjamin J. Kotter	Attorney (Associate)	\$195	36.30	\$7,078.50
9	Richard H. Madsen, II	Attorney (Associate)	\$190	13.40	\$2,546.00
	Angelina Tsu	Attorney (Associate)	\$195	7.60	\$1,482.00
10	Carrie Hurst	Paralegal	\$120	24.30	\$2,916.00
11	Carrie Hurst	Paralegal	\$130	10.50	\$1,365.00
	Lorri Okerlund	Paralegal	\$130	4.00	\$520.00
12	Alison Hansen	Paralegal	\$120	5.80	\$696.00

13	TOTALS	\$274.58	1,159.80	\$318,453.25
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14 **b. April 2006.**

15 During April 2006, no fees were incurred by RQN professionals or paraprofessionals in
 16 providing services to the Debtors in this specific matter.

17 **c. May 2006.**

18 During May 2006, no fees were incurred by RQN professionals or paraprofessionals in
 19 providing services to the Debtors in this specific matter.

20 **d. June 2006.**

21 As set forth in the invoice attached as Exhibit E-3, during June 2006 the following RQN
 22 professional provided services to the Debtors under this matter:

23	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
24	Annette W. Jarvis	Attorney (Shareholder)	\$315	5.70	\$1,795.50
25					
26	TOTALS		\$315.00	5.70	\$1,795.50

As set forth in greater detail in the invoice attached as Exhibit E-3, these fees were incurred relative to meeting with a potential purchaser of the business and correspondence related to the potential sale of the business.

e. July 2006.

During July 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

f. August 2006.

As set forth in the invoice attached as Exhibit G-3, during August 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	3.80	\$1,197.00
Steven C. Strong	Attorney (Shareholder)	\$250	0.30	\$75.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	1.30	\$357.50
TOTALS		\$301.76	5.40	\$1,629.50

As set forth in greater detail in the invoice attached as Exhibit G-3, the services included preliminary communications and analysis regarding bids and the bidding process for the Debtor's assets.

g. September 2006.

As set forth in the invoice attached as Exhibit H-3, during September 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	27.85	\$8,772.75
Elaine A. Monson	Attorney (Shareholder)	\$245	24.00	\$5,880.00
Steven C. Strong	Attorney (Shareholder)	\$250	21.65	\$5,412.50
Benjamin J. Kotter	Attorney (Associate)	\$195	2.50	487.50
TOTALS		\$270.43	76.00	\$20,552.75

As set forth in greater detail in the invoice attached as Exhibit H-3, these services included negotiating a term sheet with the initial lead bidder, Silver Point, respecting its proposed purchase of assets of FTDF and USACM; preparing bid procedures and a motion for approval of same to

facilitate an auction process structured around the Silver Point bid; and providing legal support to the Debtors in connection with Silver Point's due diligence efforts and the ultimate negotiation and documentation of a definitive asset purchase agreement with Silver Point (which became the basis for the Plan, subject to higher and better offers pursuant to the auction).

h. October 2006.

As set forth in the invoice attached as Exhibit I-3, during October 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	18.00	\$4,950.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	136.50	\$42,997.50
Douglas M. Monson	Attorney (Shareholder)	\$275	7.00	\$1,925.00
Elaine A. Monson	Attorney (Shareholder)	\$245	45.00	\$11,025.00
Steven C. Strong	Attorney (Shareholder)	\$250	45.60	\$11,400.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	12.70	\$3,492.50
R. Gary Winger	Attorney (Shareholder)	\$265	46.90	\$12,428.50
Scott A. Cummings	Attorney (Associate)	\$170	0.70	\$119.00
Benjamin J. Kotter	Attorney (Associate)	\$195	20.40	\$3,978.00
Richard G. Madsen	Attorney (Associate)	\$190	8.30	\$1,577.00
Angelina Tsu	Attorney (Associate)	\$195	7.60	\$1,482.00
Carrie Hurst	Paralegal	\$120	8.50	\$1,020.00
TOTALS		\$269.86	357.20	\$96,394.50

During October 2006, RQN provided services in this matter for which it billed \$96,394.50, which it allocated ½ (\$48,197.25) to USACM and ½ (\$48,197.25) to FTDF.¹² October 2006 was the most intense period of work by RQN on the Asset Disposition issues. As set forth in greater detail in the invoice attached as Exhibit I-3, these services included continuing to negotiate and finalize a definitive asset purchase agreement with Silver Point based on the agreed term sheet; assisting, on behalf of the Debtors, in Silver Point's extensive due-diligence efforts and information requests; assisting Mesirow with detailed declarations in support of the proposed bid

¹² Beginning in this month, and for all succeeding periods covered by this Application, in an effort to simplify the invoicing for the Asset Disposition work RQN did not split (duplicate entries describing all the work but only billing half) the Asset Disposition work on two separate invoices for the USACM and FTDF estates as had been done previously, but instead reported all of the Asset Disposition work on matter 3 and simply allocated the total amount ½ to USACM and ½ to FTDF.

procedures and auction process, responding to objections to same, and ultimately obtaining court approval of same after two hearings; and assisting other potential bidders with information to allow them to become competitive bidders in the auction process. Based substantially on the efforts of RQN and Mesirow in obtaining the Silver Point asset purchase agreement and obtaining Court approval for the proposed bidding and auction process, in the face of significant opposition to these efforts, a robust auction was held that ultimately provided millions of dollars of additional value to the USACM and FTDF estates that otherwise may not have been realized.

i. November 2006.

As set forth in the invoice attached as Exhibit J-3, during November 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	43.50	\$11,962.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	26.20	\$8,253.00
Douglas M. Monson	Attorney (Shareholder)	\$275	11.20	\$3,080.00
Elaine A. Monson	Attorney (Shareholder)	\$245	7.30	\$1,788.50
Steven C. Strong	Attorney (Shareholder)	\$250	25.50	\$6,375.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	26.00	\$7,150.00
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	1.20	\$324.00
R. Gary Winger	Attorney (Shareholder)	\$265	0.90	\$238.50
Benjamin J. Kotter	Attorney (Associate)	\$195	5.30	\$1,033.50
Richard H. Madsen II	Attorney (Associate)	\$190	5.10	\$969.00
Allison Hansen	Paralegal	\$120	3.30	\$396.00
Carrie Hurst	Paralegal	\$120	3.20	\$384.00
TOTALS		\$264.36	158.70	\$41,954.00

During November 2006, RQN provided services in this matter for which it billed \$41,954.00 (which it allocated ½ each (\$20,977.00) to USACM and FTDF, as explained above). As set forth in greater detail in the invoice attached as Exhibit J-3, these services included work in amending the Silver Point asset purchase agreement per the Court's instructions and in obtaining relevant information and preparing detailed schedules called for under the Asset Purchase Agreement; working on the borrower estoppel notices that were mailed out to each of the borrowers on the loans to be purchased under the Asset Purchase Agreement; working on the other closing requirements, including title updates and assignment endorsements required of the Debtors

under the Asset Purchase Agreement; and negotiating confidentiality agreements and providing information to and working with other interested purchasers of the assets to be sold. These efforts benefited the USACM and FTDF estates in that the Debtors complied with the complex and time-consuming requirements of the Silver Point Asset Purchase Agreement so that Silver Point remained obligated to go forward as the lead bidder at the auction sale (which took place the following month), resulting in a robust auction and increased value of approximately \$21 million for the Debtors' estates.

j. December 2006.

As set forth in the invoice attached as Exhibit K-3, during December 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	15.70	\$4,317.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	90.00	\$28,350.00
Douglas M. Monson	Attorney (Shareholder)	\$275	17.10	\$4,702.50
Elaine A. Monson	Attorney (Shareholder)	\$245	0.30	\$73.50
Steven C. Strong	Attorney (Shareholder)	\$250	39.20	\$9,800.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	10.40	\$2,860.00
Steven T. Waterman	Attorney (Shareholder)	\$290	26.50	\$7,685.00
R. Gary Winger	Attorney (Shareholder)	\$265	8.30	\$2,199.50
Benjamin J. Kotter	Attorney (Associate)	\$195	8.10	\$1,579.50
Alison Hansen	Paralegal	\$120	2.50	\$300.00
TOTALS		\$283.67	218.10	\$61,867.50

During December 2006, RQN provided services in this matter for which it billed \$61,867.50 (which it allocated ½ each (\$30,933.75) to USACM and FTDF, as explained above). As set forth in greater detail in the invoice attached as Exhibit K-3, these services included continuing to work on fulfilling closing conditions to the Silver Point Asset Purchase Agreement (until Silver Point was outbid by Compass at the auction on December 7, 2006); negotiating with other potential bidders and qualifying additional bidders to participate in the bidding at the auction (over Silver Point's objection); negotiating with the Committees to reach agreement on or to overcome the initial objections from certain committees on qualifying the competing bidders; preparing for and participating in the auction, which resulted in a winning bid by Compass that

exceeded Silver Point's stalking-horse bid by approximately \$21 million; negotiating revisions to the Compass Asset Purchase Agreement and related agreements and preparing schedules thereto; and working on Debtors' closing requirements under the Compass Asset Purchase Agreement.

k. January 2007.

As set forth in the invoice attached as Exhibit L-3, during January 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	7.40	\$2,035.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	14.20	\$4,473.00
Douglas M. Monson	Attorney (Shareholder)	\$275	33.80	\$9,295.00
Elaine A. Monson	Attorney (Shareholder)	\$245	0.60	\$147.00
Steven C. Strong	Attorney (Shareholder)	\$250	12.10	\$3,025.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	25.30	\$6,957.50
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	16.60	\$4,482.00
R. Gary Winger	Attorney (Shareholder)	\$265	1.40	\$371.00
Carrie Hurst	Paralegal	\$120	12.60	\$1,512.00
TOTALS		\$260.46	124.00	\$32,297.50

During January 2007, RQN provided services in this matter for which it billed \$32,297.50 (which it allocated ½ each (\$16,148.75) to USACM and FTDF, as explained above). As set forth in greater detail in the invoice attached as Exhibit L-3, the services during this month primarily consisted of continuing to respond to information requests from Compass regarding the purchased assets and to work diligently on the many closing issues and requirements necessary to successfully transfer title to the purchased assets to Compass under the Compass Asset Purchase Agreement. The sale closing occurred on February 16, 2007.

l. February 2007.

As set forth in the invoice attached as Exhibit M-3, during February 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$285	11.80	\$3,363.00
Annette W. Jarvis	Attorney (Shareholder)	\$370	27.70	\$10,249.00
Douglas M. Monson	Attorney (Shareholder)	\$285	60.80	\$17,328.00
Elaine A. Monson	Attorney (Shareholder)	\$270	3.40	\$918.00

1	Steven C. Strong	Attorney (Shareholder)	\$285	34.80	\$9,918.00
	Stephen C. Tingey	Attorney (Shareholder)	\$285	10.80	\$3,078.00
2	Ellen J.D. Toscano	Attorney (Shareholder)	\$280	5.10	\$1,428.00
3	R. Gary Winger	Attorney (Shareholder)	\$285	3.00	\$855.00
	Carrie Hurst	Paralegal	\$130	10.50	\$1,365.00
4	Lorri Okerlund	Paralegal	\$130	4.00	\$520.00

5	TOTALS	\$285.18	171.90	\$49,022.00
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6 During February 2007, RQN provided services in this matter for which it billed \$49,022.00
7 (which it allocated ½ each (\$24,511.00) to USACM and FTDF, as explained above). As set forth
8 in greater detail in the invoice attached as Exhibit M-3, these services primarily consisted of
9 continuing to work on the closing requirements for the sale of assets to Compass, negotiating the
10 final closing documents and arrangements with Compass (including the escrows for disputed
11 closing price amounts), participating in the closing of the Compass transaction, which occurred on
12 February 16, 2007, and responding to numerous post-closing loan-servicing questions and other
13 inquiries from Compass regarding the purchased assets.

14 **m. March 2007.**

15 As set forth in the invoice attached as Exhibit N-3, during March 2007 the following RQN
16 professionals provided services to the Debtors under this matter:

17	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
18	Kevin G. Glade	Attorney (Shareholder)	\$285	0.40	\$114.00
19	Annette W. Jarvis	Attorney (Shareholder)	\$370	8.90	\$3,293.00
20	Douglas M. Monson	Attorney (Shareholder)	\$285	24.60	\$7,011.00
	Elaine A. Monson	Attorney (Shareholder)	\$270	0.90	\$243.00
21	Steven C. Strong	Attorney (Shareholder)	\$285	4.40	\$1,254.00
	Stephen C. Tingey	Attorney (Shareholder)	\$285	3.40	969.00
22	Ellen J.D. Toscano	Attorney (Shareholder)	\$280	0.20	\$56.00

23	TOTALS	\$302.34	42.80	\$12,940.00
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24 During March 2007, RQN provided services in this matter for which it billed \$12,940.00
25 (which it allocated ½ each (\$6,470.00) to USACM and FTDF, as explained above). As set forth in
26 greater detail in the invoice attached as Exhibit N-3, the services included work on analyzing the
27 disputed issues concerning the Compass price-adjustment escrows; analysis of issues and drafting
28

of motions and related papers regarding the proposed sale of the loan servicing of the Placer Vineyards loans from USACM to Compass (which servicing was not transferred to Compass under the Compass Asset Purchase Agreement); and responding to numerous post-closing loan-servicing questions and other inquiries from Compass regarding the purchased assets.

4. Business Operations

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Paul C. Burke	Attorney (Shareholder)	\$230	1.10	\$253.00
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	103.50	\$29,497.50
Allan T. Brinkerhoff	Attorney (Shareholder)	\$295	0.60	\$177.00
Scott B. Finlinson	Attorney (Shareholder)	\$220	7.00	\$1,540.00
Kevin G. Glade	Attorney (Shareholder)	\$275	325.60	\$89,540.00
Kevin G. Glade	Attorney (Shareholder)	\$285	35.70	\$10,174.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	208.10	\$65,551.50
Annette W. Jarvis	Attorney (Shareholder)	\$370	16.20	\$5,994.00
Douglas M. Monson	Attorney (Shareholder)	\$275	628.20	\$172,755.00
Douglas M. Monson	Attorney (Shareholder)	\$285	62.00	\$17,670.00
Elaine A. Monson	Attorney (Shareholder)	\$245	90.30	\$22,123.50
Elaine A. Monson	Attorney (Shareholder)	\$270	7.80	\$2,106.00
Larry G. Moore	Attorney (Shareholder)	\$280	0.40	\$112.00
Mark W. Pugsley	Attorney (Shareholder)	\$250	19.80	\$4,950.00
Mark W. Pugsley	Attorney (Shareholder)	\$270	21.10	\$5,697.00
Ira B. Rubinfeld	Attorney (Shareholder)	\$280	0.40	\$112.00
Steven C. Strong	Attorney (Shareholder)	\$250	230.80	\$57,700.00
Steven C. Strong	Attorney (Shareholder)	\$285	16.20	\$4,617.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	81.20	\$22,330.00
Stephen C. Tingey	Attorney (Shareholder)	\$285	1.70	\$484.50
Ellen J. Toscano	Attorney (Shareholder)	\$270	13.40	\$3,618.00
R. Gary Winger	Attorney (Shareholder)	\$265	0.40	\$106.00
R. Gary Winger	Attorney (Shareholder)	\$230	0.80	\$184.00
Lon Jenkins	Attorney (Of counsel)	\$290	1.10	\$319.00
Blake R. Bauman	Attorney (Associate)	\$170	4.90	\$833.00
Catherine S. Blakespear	Attorney (Associate)	\$170	2.00	\$340.00
Carolyn Clark	Attorney (Associate)	\$185	11.20	\$2,072.00
Scott A. Cummings	Attorney (Associate)	\$170	9.80	\$1,666.00
Benjamin J. Kotter	Attorney (Associate)	\$195	39.80	\$7,761.00
Benjamin J. Kotter	Attorney (Associate)	\$205	5.40	\$1,107.00
Richard H. Madsen, II	Attorney (Associate)	\$190	2.10	\$399.00
Angelina Tsu	Attorney (Associate)	\$195	28.00	\$5,460.00
Angelina Tsu	Attorney (Associate)	\$185	6.50	\$1,202.50

1	Caleb J. Frischknecht	Law Clerk	\$130	0.90	\$117.00
	Gregory E. Jolley	Law Clerk	\$115	2.50	\$287.50
2	Alison Hansen	Paralegal	\$120	0.60	\$72.00
3	Carrie Hurst	Paralegal	\$120	10.60	\$1,272.00
4	TOTALS		\$270.41	1,997.70	\$540,200.50

5 Based on a Court order in this case allowing USACM to allocate certain loan "collection
6 costs" to specific loans being serviced by USACM, approximately \$240,000 of this total amount
7 was allocated to particular loans to be withheld from Direct Lenders when the borrowers made
8 payments. Approximately 88% of the \$240,000 in "collection costs" was actually collected by
9 USACM prior to the Effective Date.

10 **b. April 2006.**

11 As set forth in the invoice attached as Exhibit C-3, during April 2006 the following RQN
12 professionals provided services to the Debtors under this matter:

13	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
14	Paul C. Burke	Attorney (Shareholder)	\$230	1.10	\$253.00
15	Kevin G. Glade	Attorney (Shareholder)	\$275	2.80	\$770.00
	Annette W. Jarvis	Attorney (Shareholder)	\$315	13.50	\$4,252.50
16	Douglas M. Monson	Attorney (Shareholder)	\$275	16.00	\$4,400.00
	Elaine A. Monson	Attorney (Shareholder)	\$245	7.50	\$1,837.50
17	Steven C. Strong	Attorney (Shareholder)	\$250	2.60	\$650.00
18	Lon A. Jenkins	Attorney (Of Counsel)	\$290	1.10	\$319.00
19	TOTALS		\$279.87	44.60	\$12,482.00

20 As set forth in greater detail in the invoices attached as Exhibit C-3, these fees were
21 incurred relative to the Debtors' continued business operations as debtors-in-possession under the
22 Bankruptcy Code and included terminating various employees, collection and partial release issues
23 related to various loans, and the preparation of a motion filed by RQN requesting Court
24 authorization for USACM to provide partial or full releases (and for the Court to ratify certain
25 partial and full releases that had been granted by USACM in the early days after USACM's
26 Chapter 11 bankruptcy filing) in connection with nine specific loans serviced by USACM for
27 which immediate authorization was needed at that time. The nine loans were: (1) The Gardens
28 Timeshare; (2) University Estates; (3) Bay Pompano Beach; (4) 60th Street; (5) 5252 Orange; (6)

5055 Collwood; (7) Gramercy Court; (8) Opaque Land Development; and (9) Roam Development. During April 2006, RQN began its analysis of the rights and duties of USACM as loan servicer under the various Loan Servicing Agreements and the interests of the various Direct Lenders in the loans serviced by USACM, and RQN also had various discussions and negotiations on these issues with various loan borrowers and/or their counsel. In this capacity, RQN was consulted with, or rendered services during the month in connection with at least 12 of the 111 loans that were being serviced by USACM as of the Petition Date, including the 9 Loans referenced above. A brief description of the issues that involved legal services for these Loans (in addition to the motion for Court authorization with respect to the 9 Loans referenced above) are: (10) 60th Street (negotiations with Bank of America, senior lienholder on project); (11) 5252 Orange (negotiations with Bank of America, senior lienholder on project); (12) Binford Medical (issues relating to refusal of third-party disbursement agent, Fidelity, to release loan funds in escrow); (13) Meadow Creek (refusal of third-party disbursement agent, Fidelity, to release loan funds in escrow); and (14) 5055 Collwood (loan subordination issues). Fees were also incurred in connection with the restoration of the terminated telephone services to the Debtors' business offices.

c. May 2006.

As set forth in the invoice attached as Exhibit D-3, during May 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	13.80	\$3,795.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	29.50	\$9,292.50
Douglas M. Monson	Attorney (Shareholder)	\$275	78.60	\$21,615.00
Ira B. Rubinfeld	Attorney (Shareholder)	\$280	0.40	\$112.00
Steven C. Strong	Attorney (Shareholder)	\$250	37.70	\$9,425.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	3.70	\$1,017.50
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	0.70	\$189.00
Caleb J. Frischknecht	Law Clerk	\$130	0.90	\$117.00
TOTALS		\$275.64	165.30	\$45,563.00

During May, 2006, as outlined in its First Interim Fee Application, RQN incurred fees of \$45,563.00 relating to the business operations of the Debtors, including the loan servicing

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business. As set forth in greater detail in the invoices attached as Exhibit D-3, these fees were incurred relative to the rights and duties of USACM as loan servicer and the interests of the various Direct Lenders in the loans serviced by USACM, as well as discussions with various loan borrowers and/or their counsel. In this capacity, RQN was consulted with, or rendered services during the month in connection with at least 27 of the 111 loans that were being serviced by USACM as of the Petition Date. Some of those loans, and a brief description of the issues that involved legal services are: (1) 5252 Orange (partial releases and coordination of releases with senior lienholder on project, Bank of America); (2) 60th Street (partial releases and coordination of releases with senior lienholder on project, Bank of America); (3) Opaque (loan payoff issues); (4) The Gardens Timeshare Loan (mechanic's liens and title insurance issues and partial releases issues); (5) Palm Harbor One (subordinate junior mortgagee issues and partial releases); (6) Binford Medical (disbursement issues with loan disbursement agent Fidelity National Title Insurance Company); (7) Meadow Creek (funding requests); (8) Gramercy Court (partial releases); (9) Roam Development (partial releases); (10) HFA Windham/Asylum loan (loan documentation issues); (11) Colt Gateway (loan documentation issues); (12) Marlton Square 1st and 2nd Loans (interest reserves); (13) HFA Riviera, HFA Riviera 2nd, and HFA – North Yonkers loans (payoff issues); (14) Amesbury/Hatters Point (partial releases); (15) Franklin/Stratford (additional funding request and potential release of excess collateral); and (16) Roam Development (proposed payoff issues).

Significant time was devoted in this month to demand letters, negotiations and court proceedings relating to the refusal of the third party disbursement agents to continue funding of interest reserves and loan construction reserves for the borrowers in USACM's loan servicing portfolio after the filing of USACM's bankruptcy, which caused a great deal of distress for several borrowers that were still being funded from these reserves and caused operational problems for USACM. On May 18, 2006, the Court entered its "Stipulation and Order Granting Emergency Motion for Order to Compel Fidelity National Title Insurance Company to Make Disbursements From Loan Funds Being Held by Fidelity as Disbursement Agent" filed as Docket No. 279, which RQN negotiated with Fidelity. RQN also negotiated with Project Disbursement Group, Inc.

(“PDG”), another third party disbursement agent who ceased making disbursements after the filing of USACM’s Chapter 11 filing, about recommencing its disbursements to borrowers on loans being serviced by USACM.

Fees were also incurred in connection with the motion filed by RQN for authorization for USACM to provide partial or full releases (and for the Court to ratify certain partial and full releases that had previously been granted by USACM in the early stages of the bankruptcy cases) in connection with the 9 loans outlined above for which immediate authorization was needed at that time, as well as other partial release issues.

Time was also spent this month by RQN in assisting Mesirow in responding to Direct Lender inquiries on specific loans in the USACM loan servicing portfolio, such as inquiries about partial releases and loan paydowns. RQN also spent time on issues relating to the enforcement and collection efforts for delinquent loans in the USACM loan servicing portfolio. Time was also spent by RQN this month on separation issues with USAIP.

d. June 2006.

As set forth in the billing invoice attached as Exhibit E-4, during June 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	46.50	\$12,787.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	26.90	\$8,473.50
Douglas M. Monson	Attorney (Shareholder)	\$275	93.20	\$25,630.00
Elaine A. Monson	Attorney (Shareholder)	\$245	1.30	\$318.50
Larry G. Moore	Attorney (Shareholder)	\$280	0.40	\$112.00
Steven C. Strong	Attorney (Shareholder)	\$250	14.20	\$3,550.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	28.10	\$7,727.50
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	3.50	\$945.00
Benjamin J. Kotter	Attorney (Associate)	\$195	1.20	\$234.00
TOTALS		\$277.65	215.30	\$59,778.00

As set forth in greater detail in the invoices attached as Exhibit E-4, these fees were incurred relative to the rights and duties of USACM as loan servicer and the interests of the various lenders in the loans serviced by USACM, including efforts to obtain documentation and collateral for the USAIP Receivable and other operational business issues. In this capacity, RQN

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was consulted with, or rendered services during the month in connection with at least 38 of the 111 loans that were being serviced by USACM as of the Petition Date. Some of those loans, and a brief description of the issues that involved legal services are: (1) 5252 Orange (workout proposal and possible payoff issues); (2) 60th Street (workout proposal); (3) The Gardens Timeshare Loan (mechanic's liens and title insurance issues and workout proposal); (4) Palm Harbor One (subordinate junior mortgagee issues); (5) Meadow Creek (interest reserve issues); (6) Gramercy Court (subordination dispute with junior lienholder, Mountain West Mortgage Company, request for loan modification, title insurance review and tender of title insurance claim, and request for additional funding); (7) HFA Monaco (title insurance issues); (8) HFA Clear Lake, HFA Clear Lake 2nd, HFA Windham (HFAH Asylum), and HFA Monaco (request for loan forbearances and loan documentation issues); (9) Amesbury/Hatters Point (special request for partial releases for non-performing loan); (10) Rio Rancho (request for discounted payoff); (11) 5055 Collwood (workout proposal); (12) Boise/Gowan (request for additional funding); (14) Colt Gateway (loan documentation); and (14) Franklin/Stratford (additional funding request and potential release of excess collateral).

On June 26, 2006, the Court entered its "Order Authorizing Release of Excess Collateral for Franklin/Stratford Loan and Payment of the Sale Proceeds of 2.51 Acres Parcel to Petra, Inc." filed as Docket No. 796, pursuant to an earlier motion filed by RQN. This Order authorized the sale of certain excess collateral for the Franklin/Stratford loan and the disbursement of the sale proceeds to assist in the completion of the construction project for the Franklin/Stratford loan, thereby preserving value for the Debtors and for the Franklin/Stratford Direct Lenders.

RQN also continued to negotiate with PDG, a third party disbursement agent who ceased making disbursements after the filing of USACM's Chapter 11 filing. On June 29, 2006, this Court entered its "Order Approving Emergency Motion for Order Regarding Project Disbursement Group, Inc.'s Disbursement of Interest Payments to Debtor" as Docket No. 816, to resolve the disbursement issues with PDG. Time was also spent on the lingering disbursement issues involving the other third party disbursement agent, Fidelity.

Additional fees were incurred this month in connection with the previously filed motion for authorization for USACM to provide partial or full releases (and for the Court to ratify certain partial and full releases that had previously been granted by USACM in the early stages of the bankruptcy cases) in connection with the 9 Loans outlined above for which immediate authorization was needed at that time (the related Order was entered on July 6, 2006, as Docket No. 829), as well as other partial release issues.

Time was spent this month by RQN assisting Mesirow in analysis of interest accrual issues, loan servicing fee issues, the Loan Servicing Agreements, and the form of loan servicing statements to be sent to the various Direct Lenders for the loan portfolio serviced by USACM. Time was also spent by RQN this month on the documentation of the USAIP Note and Security Agreement and other issues relating to the USAIP indebtedness.

e. July 2006.

As set forth in the invoice attached as Exhibit F-3, during July 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	21.10	\$5,802.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	19.70	\$6,205.50
Douglas M. Monson	Attorney (Shareholder)	\$275	64.20	\$17,655.00
Elaine A. Monson	Attorney (Shareholder)	\$245	2.00	\$490.00
Steven C. Strong	Attorney (Shareholder)	\$250	22.10	\$5,525.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	20.40	\$5,610.00
Benjamin J. Kotter	Attorney (Associate)	\$195	0.20	\$39.00
Richard H. Madsen II	Attorney (Associate)	\$190	2.10	\$399.00
Gregory E. Jolley	Law Clerk	\$115	2.50	\$287.50
TOTALS		\$272.28	154.30	\$42,013.50

As set forth in greater detail in the invoices attached as Exhibit F-3, these fees were incurred relative to the rights and duties of USACM as loan servicer and the interests of the various Direct Lenders in the loans serviced by USACM, including the prosecution of the motion to distribute funds, the motion to approve the forbearances for the four remaining HFA loans, and the continued investigation and evaluation of the USACM loan servicing portfolio. In this capacity, RQN was consulted with, or rendered services during the month in connection with at

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least 35 of the 111 loans that were being serviced by USACM as of the Petition Date. Some of those loans, and a brief description of the issues that involved legal services are: (1) Palm Harbor One (partial releases issues); (2) Meadow Creek (funding request); (3) Gramercy Court (negotiations with borrower, title insurance inquiries, mechanic's liens, and loan workout proposal); (4) HFA Windham (HFAH Asylum) (analysis of loan issues and title work); (5) HFA Clear Lake, HFA Clear Lake 2nd, HFA Windham (HFAH Asylum), and HFA Monaco (loan forbearance issues); (6) Amesbury/Hatters Point (sale of collateral and partial release for non-performing loan); (7) Rio Rancho (additional funding request, proposed discounted sale of loan, and workout issues); (8) Boise/Gowan (motion for relief from stay to oust USACM as loan servicer); (9) Colt Gateway (loan documentation issues); (10) Roam Development (partial releases and interest payments); (11) Ocean Atlantic (request for consent to refinance of subordinate second lien); (12) Franklin/Stratford (closing of the Court-approved sale of excess collateral in order to provide additional funding to complete construction project); (13) Bay Pompano Beach (request for partial releases); (14) Sheraton (collection of judgment and litigation issues); (15) Standard Property Development (settlement proposal from borrower, state court litigation against Standard Property Development Direct Lenders by the Standard Property Development borrower and notification of litigation to Standard Property Development Direct Lenders, opposition to motion for relief from stay to join USACM in borrower's state court litigation); (16) Marlton Square 1st loan and Marlton Square 2nd loan (analysis of previously documented agreement for subordination of the Marlton Square 2nd loan to a refinancing loan paying off the Marlton Square 1st loan); (17) 6425 Gess (loan workout proposal); (18) Lerin Hills (documents subpoena from borrower and workout proposal from borrower); and (19) ComVest (request for assignment of loan in connection with proposal loan payoff).

On July 6, 2006, the Court entered its "Order Approving Motion Authorizing Debtor, Pursuant to 11 U.S.C. §§ 105 and 363(b)(1), to Accept Loan Payment Proceeds and Provide Partial or Full Releases in Connection with the Sale of Properties Securing Loans Originated by the Debtor to Third-Party Borrowers, and to Ratify Partial Releases Previously Provided by the Debtor" filed as Docket No. 829, pursuant to the earlier motion filed by RQN. This Order

continued to give guidance throughout the course of the bankruptcy cases on what conditions would be imposed in connection with granting partial releases and when additional Court authorization would be needed for partial release requests that did not satisfy the original Court-approved conditions for partial releases.

On July 18, 2006, the Court entered its Order concerning the Amesbury/Hatter's Point Loan partial release request, the Boise Gowan additional funding request, and the forbearance for the 4 HFA Loans (the HFA Clear Lake, HFA Clear Lake 2nd, HFA Windham (HFAH Asylum), and HFA Monaco loans). The Order was filed as Docket No. 886, and was entered in connection with the earlier motion filed by RQN.

Additional fees were incurred this month in connection with a demand for payment on an expired lease of computer servers previously leased by USACM. Additional time was also spent this month by RQN in assisting Mesirow in connection with loan servicing issues such as default interest issues and notices of default and maturity default notices to borrowers and analysis of other loan documentation issues.

f. August 2006.

As set forth in the invoice attached as Exhibit G-4, during August 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	41.30	\$11,357.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	36.50	\$11,497.50
Douglas M. Monson	Attorney (Shareholder)	\$275	86.80	\$23,870.00
Elaine A. Monson	Attorney (Shareholder)	\$245	2.00	\$490.00
Steven C. Strong	Attorney (Shareholder)	\$250	50.50	\$12,625.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	29.00	\$7,975.00
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	1.70	\$459.00
Blake R. Bauman	Attorney (Associate)	\$170	3.00	\$510.00
Carolynn Clark	Attorney (Associate)	\$185	1.60	\$296.00
Benjamin J. Kotter	Attorney (Associate)	\$195	2.20	\$429.00
Carrie Hurst	Paralegal	\$120	5.90	\$708.00
TOTALS		\$269.55	260.50	\$70,217.00

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As set forth in greater detail in the invoices attached as Exhibit G-4, these fees were incurred relative to the rights and duties of USACM as loan servicer and the interests of the various Direct Lenders in the loans serviced by USACM. In this capacity, RQN was consulted with, or rendered services during the month in connection with at least 35 outstanding loans serviced by USACM. Some of those loans, and a brief description of the issues that involved legal services are: (1) Hasley Canyon (title, exit fee and payoff issues); (2) Fox Hills (initiation of foreclosure by prior lienholder, and assertion of stay to protect interests of USACM, and title insurance claims); (3) Glendale Towers Partners (analyze, consult and respond to borrower request for discounted payoff); (4) Urban Housing Alliance (analyze, consult and respond to borrower request for discounted payoff); (5) 3685 San Fernando (analyze, consult and respond to borrower request for discounted payoff); (6) Standard Property Development (issues arising from state court lawsuit against direct lenders); (7) Gramercy Court (title issues, including demands on the title insurance policy and partial release issues); (8) Ocean Atlantic (issues relating to borrower's request to incur subordinate financing); (9) Huntsville/West Hills Park (demands on borrower for information, default notice to borrower, response to purported foreclosure by senior lienholder and assertion of automatic stay and review of bankruptcy filing by borrower Huntsville); (10) Amesbury/Hatters Point (partial release and maturity issues); (11) BySynergy (demand and communications with borrower and title company regarding information and lien issues); (12) 5055 Collwood (request by senior lienholder to consent to modification of senior debt); and (13) J. Jireh (payoff and release of lien issues).

Significant time was devoted in this month to the Rio Rancho loan. Fees were incurred in responding to various objections and replies to the previously filed Motion to Approve Additional Advances for Rio Rancho Loan, and negotiating and preparing a form of order in relation to this motion. The Court's "Order Granting Debtors' Amended Motion for Authority, Subject to Advance Approval by Nevada Mortgage Lending Division, for Fertitta Enterprises or its Affiliate to Provide an Additional Advance for the Rio Rancho Executive Plaza Loan Serviced by Debtor USA Commercial Mortgage" was entered on an expedited basis on August 8, 2006, as Docket No. 1128. Fees were also incurred in negotiating and preparing loan documents consistent with this

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Order, and closing the additional advance transaction with Fertitta and other Rio Rancho Direct Lenders. The result of these efforts was a desperately needed additional advance by Fertitta and other Rio Rancho Direct Lenders of \$3,773,000 to the Rio Rancho borrower to finance the completion of the Rio Rancho Project, thereby preserving significant value for USACM and for the Rio Rancho Direct Lenders. USACM was not in a position to fund this additional advance for the Rio Rancho Project. As part of the approval process for this Order, the approval of the Nevada Mortgage Lending Division for this additional advance to be made as part of the USACM bankruptcy case was requested and obtained.

Fees were also incurred in relation to issues arising from the assignment by Direct Lenders of interests in individual loans, including assignments made to Hall Financial that Hall Financial requested be recognized by USACM.

Fees were incurred in connection with seeking further approval from the Court to give partial releases of trust deeds in connection with principal reduction payments for all of the loans serviced by USACM. The Court had previously entered its Order on July 6, 2006, authorizing USACM to provide partial or full releases (and to ratify certain partial and full releases that had previously been granted by USACM in the early stages of the bankruptcy cases) in connection with 9 loans serviced by USACM for which immediate authorization was needed at that time. RQN then filed an additional motion seeking authorization from the Court for USACM to grant ordinary course partial releases of trust deeds for the entire loan portfolio serviced by USACM. These ordinary course partial releases were to be made in connection with partial release payments to be made by the borrowers, subject to satisfaction of the Court-ordered conditions for granting the partial releases. The conditions for granting the partial releases were requested by several parties, including some of the Committees, in connection with objections to and the hearing on the motion filed by RQN. Fees were also incurred in relation to issues raised in loans with previous interest reserve accounts, now depleted. Fees were also incurred in relation to the Debtor's earlier filed Motion to Distribute Funds, which eventually resulted in the distribution of \$31,873,778.50 in distribution to the Direct Lenders for the USACM loan portfolio.

g. September 2006.

As set forth in the invoice attached as Exhibit H-4, during September 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	31.20	\$8,892.00
Kevin G. Glade	Attorney (Shareholder)	\$275	49.70	\$13,667.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	29.70	\$9,355.50
Douglas M. Monson	Attorney (Shareholder)	\$275	70.80	\$19,470.00
Elaine A. Monson	Attorney (Shareholder)	\$245	15.20	\$3,724.00
Steven C. Strong	Attorney (Shareholder)	\$250	32.10	\$8,025.00
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	0.90	\$243.00
Blake R. Bauman	Attorney (Associate)	\$170	0.40	\$68.00
Carolynn Clark	Attorney (Associate)	\$185	9.60	\$1,776.00
Benjamin J. Kotter	Attorney (Associate)	\$195	1.50	\$292.50
Carrie Hurst	Paralegal	\$120	0.30	\$36.00
TOTALS		\$271.54	241.40	\$65,549.50

As set forth in greater detail in the invoices attached as Exhibit H-4, these fees were incurred relative to the loan servicing business of USACM and the interests of the various Direct Lenders in the loans serviced by USACM. In this capacity, RQN was consulted with, or rendered services during this month in connection with, at least 37 outstanding loans serviced by USACM. Some of these loans, and a brief description of the issues that involved legal services are: (1) Hasley Canyon (issues relating to obtaining order for release of interest); (2) Standard Property Development (issues relating to state court lawsuit against direct lenders, including injunction related issues and stay related issues); (3) Shamrock Towers (issues relating to a proposed assignment of the Direct Lenders' interest in the loan); (4) Binford Medical (issues relating to the loan disbursement reserve agreement and automatic stay issues); (5) Lerin Hills (issues relating to proposed workout arrangement with the borrower); (6) Margarita Annex (issues relating to title claims and priorities of liens); (7) Marlton Square 1st loan and Marlton Square 2nd loan (issues relating to motion to authorize USACM to honor a previously agreed upon subordination of the Marlton Square 2nd loan to a refinancing loan paying off the Marlton Square 1st loan, to authorize USACM to grant a temporary forbearance on the Marlton Square 1st loan to facilitate the timing of the refinancing of the Marlton Square 1st loan, and to authorize USACM to reconvey the Marlton

Square 1st loan trust deed upon the closing of the anticipated refinancing loan paying off the Marlton Square 1st loan).

The Court entered its “Order Authorizing Debtor USA Commercial Mortgage Company to Grant Ordinary Course Releases” on September 14, 2006, as Docket No. 1284, as a result of the motion on this issue filed earlier by RQN. The Court also entered its “Order Granting Application by Debtor and Debtor-in-Possession for Authorization to Forbear on Four HFA Loans” on September 27, 2006, as Docket No. 1285, as a result of the motion on this issue filed earlier by RQN.

Fees were also incurred in relation to claims and demands made by USAIP for access to, or control of documents in the possession of the Debtors and relating to the Debtors’ business and in relation to analysis of loan documents and USACM’s pre-petition practices with respect to issues relating to the proper application (or “waterfall”) of loan proceeds received on loans. Fees were also incurred in relation to matters relating to the earlier-filed Motion to Distribute Funds to the Direct Lenders.

Finally, fees were incurred in preliminary discussions relating to locating, engaging and providing information to potential local counsel to be engaged in various foreclosure proceedings. USACM was in the process of filing its Motion for Authority to Retain Ordinary Course Professionals (the Court entered its “Order Granting Debtors’ Motion for an Order Authorizing Retention of Professionals Utilized by Debtors in the Ordinary Course of Business” on October 23, 2006, as Docket No. 1628), and RQN was involved in the preliminary discussions to locate foreclosure counsel in various jurisdictions in anticipation of the eventual entry of this Order.

h. October 2006.

As set forth in the invoice attached as Exhibit I-4, during October 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	32.30	\$9,205.50
Kevin G. Glade	Attorney (Shareholder)	\$275	49.00	\$13,475.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	16.20	\$5,103.00
Douglas A. Monson	Attorney (Shareholder)	\$275	61.20	\$16,830.00

1	Elaine A. Monson	Attorney (Shareholder)	\$245	15.80	\$3,871.00
	Mark W. Pugsley	Attorney (Shareholder)	\$250	8.90	\$2,225.00
2	Steven C. Strong	Attorney (Shareholder)	\$250	34.40	\$8,600.00
3	R. Gary Winger	Attorney (Shareholder)	\$265	0.40	\$106.00
	Catherine Blakespear	Attorney (Associate)	\$170	2.00	\$340.00
4	Scott A. Cummings	Attorney (Associate)	\$170	3.60	\$612.00
	Benjamin J. Kotter	Attorney (Associate)	\$195	6.30	\$1,228.50
5	Angelina Tsu	Attorney (Associate)	\$195	27.40	\$5,343.00
6	TOTALS		\$259.96	257.50	\$66,939.00

As set forth in greater detail in the invoices attached as Exhibit I-4, these fees were incurred relative to the rights and duties of USACM as loan servicer and the interests of the various Direct Lenders in the loans serviced by USACM. In this capacity, RQN was consulted with, or rendered services during the month in connection with, at least 30 outstanding loans serviced by USACM. Some of those loans, and a brief description of the issues that involved legal services are: (1) Southern California Land 2nd (threatened foreclosure by first lienholder); (2) Hasley Canyon (loan workout and letter agreement); (3) Palm Harbor One (loan modification and associated motion to approve loan modification); (4) Binford Medical (release to borrower of some construction disbursement funds being held in escrow and investigation of automatic stay violation by borrower for asserting control over balance of disbursement funds being held in escrow with Fidelity, the third party disbursement agent, that USACM asserted should be applied to unpaid interest on the Binford Medical loan); (5) Lerin Hills (loan workout and associated motion); (6) Fox Hills (threatened foreclosure by first lienholder); (7) Marlton Square 1st loan and Marlton Square 2nd loan (motion for forbearance, authorization to honor prior subordination agreement, and authorization to issue forbearance); (8) Gramercy Court (title issues and claims on title policy); (9) ComVest (borrower's request for consent to subdivision/condominium plat); (10) Hesperia II (threatened foreclosure by first lienholder); (11) University Estates (dispute with borrower regarding depleted interest reserve account and interest payments); and (12) Standard Property Development (investigation of state court lawsuit by borrower against Standard Property direct lenders and objection to motion for relief from automatic stay to sue USACM filed by Standard Property borrower and settlement discussions with borrower). The Court entered its

“Order Denying Motion for Relief From Automatic Stay Filed by Standard Property Development, LLC” on October 30, 2006, as Docket No. 1701, as a result of the objection filed on the Standard Property borrower’s motion.

Fees were also incurred in relation to claims and demands made by USAIP for access to or control of documents held by Debtors and fees were also incurred in relation to issues raised by assignment of interests by direct lenders, and the associated motion for procedures order.

Additional fees were also incurred responding to information requests and inquiries by potential buyers of assets.

The Court entered its “Order Granting Debtors’ Motion for an Order Authorizing Retention of Professional Utilized by Debtors in the Ordinary Course of Business” on October 23, 2006, as Docket No. 1628, as a result of the motion on this issue filed earlier by RQN. Consistent with this Order, fees were incurred in locating, engaging and providing information to potential local counsel to be engaged in various foreclosure proceedings.

i. November 2006.

As set forth in the invoice attached as Exhibit J-4, during November 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	3.30	\$940.50
Kevin G. Glade	Attorney (Shareholder)	\$275	30.50	\$8,387.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	9.20	\$2,898.00
Douglas M. Monson	Attorney (Shareholder)	\$275	78.70	\$21,642.50
Elaine A. Monson	Attorney (Shareholder)	\$245	4.70	\$1,151.50
Steven C. Strong	Attorney (Shareholder)	\$250	12.70	\$3,175.00
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	6.60	\$1,782.00
Benjamin J. Kotter	Attorney (Associate)	\$195	10.00	\$1,950.00
Angelina Tsu	Attorney (Associate)	\$195	0.60	\$117.00
Allison Hansen	Paralegal	\$120	0.60	\$72.00
TOTALS		\$268.43	156.90	\$42,116.00

As set forth in greater detail in the invoices attached as Exhibit J-4, these fees were incurred relative to the rights and duties of USACM as loan servicer and the interests of the various Direct Lenders in the loans serviced by USACM. In this capacity, RQN was consulted

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with, or rendered services during the month in connection with, over 29 outstanding loans serviced by USACM. Some of those loans, and a brief description of the issues that involved legal services are: (1) Standard Property Development (state court litigation against direct lenders and injunctive relief); (2) Lerin Hills (direct lenders notice and motion regarding loan workout); (3) Castaic Partners II and Castaic Partners III (loan closing issues relating to securing liens on additional collateral originally promised by the borrowers and the release of loan funds being held in escrow pending resolution of the collateral issues); (4) Bay Pompano (partial release of collateral); (5) Binford Medical (issues relating to adversary proceedings filed in connection with the dispute over the entitlement to the escrow funds for this loan); (6) Brookmere/Matteson (Botaba lien foreclosure suit and automatic stay issues); and (7) Palm Harbor One (loan modification and accompanying order). The Court entered its "Order Granting Motion to Authorize Debtor USA Commercial Mortgage Company as Loan Servicer to Approve Loan Modification for Palm Harbor One Loan, and to Provide the Previously Authorized Subordination of the Marlton Square 2nd Loan" on November 15, 2006, as Docket No. 1794, as a result of the motion on the Palm Harbor One loan and the Marlton Square 2nd loan filed earlier by RQN.

Fees were also incurred in relation to default interest collection and allocation issues; in relation to assignments of interests by Direct Lenders, including a motion to the court for assignment procedures; and in relation to documents sought by USAIP and associated protective order negotiations. Fees were also incurred in relation to requests to various borrowers for estoppel certificates required by Silver Point as a condition to closing the proposed sale of assets to Silver Point under the proposed Silver Point Asset Purchase Agreement that was filed with the Court.

j. December 2006.

As set forth in the invoice attached as Exhibit K-4, during December 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
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Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	21.00	\$5,985.00
Kevin G. Glade	Attorney (Shareholder)	\$275	26.30	\$7,232.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	5.20	\$1,638.00
Douglas M. Monson	Attorney (Shareholder)	\$275	43.10	\$11,852.50
Elaine A. Monson	Attorney (Shareholder)	\$245	4.70	\$1,151.50
Mark W. Pugsley	Attorney (Shareholder)	\$250	10.90	\$2,725.00
Steven C. Strong	Attorney (Shareholder)	\$250	5.00	\$1,250.00
Benjamin J. Kotter	Attorney (Associate)	\$195	14.30	\$2,788.50

TOTALS	\$265.31	130.50	\$34,623.00
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As set forth in greater detail in the invoices attached as Exhibit K-4, these fees were incurred relative to the rights and duties of USACM as loan servicer and the interests of the various Direct Lenders in the loans serviced by USACM. In this capacity, RQN was consulted with, or rendered services during the month in connection with, over 26 outstanding loans serviced by USACM. Some of those loans, and a brief description of the issues that involved legal services are: (1) Brookmere/Matteson (Botaba lien foreclosure suit); (2) Rio Rancho (partial release issues); (3) Southern California Land 2nd (objection to motion for relief from stay and threatened foreclosure by Dayco, the senior lienholder on the real property securing the 2nd priority loan serviced by USACM); (4) Eagle Meadows (Kawaeh motion and threatened foreclosure); and (5) Elizabeth May (request for potential assignment of loan documents in connection with the payoff of the loan).

Fees were also incurred in relation to the USAIP request for a protective order and in relation to issues raised by the assignment by Direct Lenders of interests in loans, and the associated motion for procedures regarding assignment.

k. January 2007.

As set forth in the invoice attached as Exhibit L-4, during January 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	15.70	\$4,474.50
Scott B. Finlinson	Attorney (Shareholder)	\$220	7.00	\$1,540.00
Kevin G. Glade	Attorney (Shareholder)	\$275	44.60	\$12,265.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	21.70	\$6,835.50

1	Douglas M. Monson	Attorney (Shareholder)	\$275	35.60	\$9,790.00
	Elaine A. Monson	Attorney (Shareholder)	\$245	37.10	\$9,089.50
2	Steven C. Strong	Attorney (Shareholder)	\$250	19.50	\$4,875.00
3	Blake R. Bauman	Attorney (Associate)	\$170	1.50	\$255.00
	Scott A. Cummings	Attorney (Associate)	\$170	6.20	\$1,054.00
4	Benjamin J. Kotter	Attorney (Associate)	\$195	4.10	\$799.50
	Carrie Hurst	Paralegal	\$120	4.40	\$528.00

TOTALS \$260.92 197.40 \$51,506.00

As set forth in greater detail in the invoices attached as Exhibit L-4, these fees were incurred relative to the rights and duties of USACM as loan servicer and the interests of the various Direct Lenders in the loans serviced by USACM. In this capacity, RQN was consulted with, or rendered services during the month in connection with, over 26 outstanding loans serviced by USACM. Some of those loans, and a brief description of the issues that involved legal services are: (1) Fox Hills and Eagle Meadows (Kawaeh foreclosure action and stay enforcement); (2) Binford Medical (interest reserve issues raised in adversary proceedings); (3) Urban Housing Alliance (exit fee issues); (4) Colt Gateway loans (undocumented loan issues); (5) Huntsville/West Hills Park (first lienholder's relief from stay in Texas bankruptcy, and stay enforcement efforts in the Debtors' cases); (6) Franklin/Stratford (success fee issues in connection with the anticipated payoff of the loan); (7) Ocean Atlantic (first lienholder's threatened foreclosure); (8) Cabernet Highlands (partial release issues); and (9) Southern California Land 2nd (Dayco motion for relief from stay). The Court entered its "Order Preliminarily Denying Motion for Relief From Stay by Dayco Funding Corporation" on February 5, 2007, as Docket No. 2693, as a result of the objection to the Dayco motion on the Southern California Land 2nd loan filed earlier by the Debtors' professionals.

Fees were also incurred in relation to USAIP motion for a protective order, and related negotiation and stipulation. Additional fees were also incurred in relation to responding to and communicating with Compass, the Court-approved purchaser of most of USACM's loan servicing rights, regarding questions that Compass had concerning the loan portfolio serviced by USACM.

I. February 2007.

As set forth in the invoice attached as Exhibit M-4, during February 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$295	0.60	\$177.00
Scott B. Finlinson	Attorney (Shareholder)	\$230	0.80	\$184.00
Kevin G. Glade	Attorney (Shareholder)	\$285	28.60	\$8,151.00
Annette W. Jarvis	Attorney (Shareholder)	\$370	14.60	\$5,402.00
Douglas M. Monson	Attorney (Shareholder)	\$285	59.90	\$17,071.50
Elaine A. Monson	Attorney (Shareholder)	\$270	7.80	\$2,106.00
Mark W. Pugsley	Attorney (Shareholder)	\$270	17.50	\$4,725.00
Steven C. Strong	Attorney (Shareholder)	\$285	13.50	\$3,847.50
Scott A. Cummings	Attorney (Associate)	\$185	6.50	\$1,202.50
Benjamin J. Kotter	Attorney (Associate)	\$205	5.40	\$1,107.00
TOTALS		\$283.33	155.20	\$43,973.50

As set forth in greater detail in the invoices attached as Exhibit M-4, these fees were incurred relative to the rights and duties of USACM as loan servicer and the interests of the various Direct Lenders in the loans serviced by USACM. In this capacity, RQN was consulted with, or rendered services during the month in connection with at least 19 outstanding loans serviced by USACM. Some of those loans, and a brief description of the issues that involved legal services are: (1) Colt Gateway loans (payoff issues and court authorization); (2) Fox Hills/Eagle Meadows (threatened foreclosure by first lienholder, Kawaeh, and tender of title insurance claim to title insurer); (3) 1-40 Gateway West (success fee and repayment issues); (4) 6425 Gess Road (stay enforcement as to foreclosing lienholder); (5) Rio Rancho (partial releases issues); and (6) Huntsville/West Hills Park (first lienholder's relief from stay in Texas bankruptcy, and stay enforcement efforts in the Debtors' cases).

The Court entered its "Stipulation and Order Authorizing Debtor USA Commercial Mortgage Company as Loan Servicer to Issue Partial Releases for the Rio Rancho Loan After a Maturity Default" on February 9, 2007, as Docket No. 2739, as a result of the motion requesting Court authorization for USACM to grant partial releases for the Rio Rancho Loan, notwithstanding the maturity of the Rio Rancho Loan, filed earlier by RQN. The Court also

entered its “Order Granting Motion for Order Enforcing the Automatic Stay to Prevent Foreclosure by Western United Life Assurance Company” on February 14, 2007, as Docket No. 2766, as a result of the motion filed earlier by RQN to prevent the attempted foreclosure of the property securing the Huntsville/West Hills Park loan by the senior lienholder on one of the properties securing the Huntsville/West Hills Park loan.

Fees were incurred in connection with the Protective Order sought by USAIP requiring substantial discussions with counsel for USAIP and review of documents in relation to the requested Protective Order.

m. March 2007.

As set forth in the invoice attached as Exhibit N-4, during March 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$285	7.10	\$2,023.50
Annette W. Jarvis	Attorney (Shareholder)	\$370	1.60	592.00
Douglas M. Monson	Attorney (Shareholder)	\$285	2.10	598.50
Mark W. Pugsley	Attorney (Shareholder)	\$270	3.60	972.00
Steven C. Strong	Attorney (Shareholder)	\$285	2.70	769.50
Stephen C. Tingey	Attorney (Shareholder)	\$285	1.70	484.50
TOTALS		\$289.36	18.80	\$5,440.00

As set forth in greater detail in the invoices attached as Exhibit N-4, RQN consulted with or rendered services during the month in connection with at least 9 outstanding loans including: (1) Huntsville/West Hills Park (continued efforts at attempted foreclosure by first lienholder); (2) Brookmere/Matteson (attempted foreclosure by lienholder); (3) Colt Gateway loans (motion for Court approval of proposed payoffs for Colt Gateway loans and negotiations with interested parties on the proposed payoff issues); and (4) the two Placer Vineyards loans (proposed sale of USACM loan servicing rights).

The Court entered its “Order Approving Stipulation Regarding Withdrawal of Proof of Claim Filed by Standard Property Development, LLC (Claim #1288)” on March 5, 2007, as Docket No. 2985, as a result of on-going negotiations to resolve the disputes with the Standard

Property Development loan borrower, including litigation filed against the Standard Property Development Direct Lenders by the Standard Property Development loan borrower.

The Court also entered its “Stipulation and Order Postponing the Transfer of USACM’s Rights and Assets Relating to the Placer Vineyards Loans to the USACM Trust” on March 9, 2007, as Docket No. 3031, in connection with a motion filed by RQN seeking Court approval of a proposal for the sale of USACM’s servicing rights and other assets relating to the two Placer Vineyards Loans, which were not included in the sale of loan servicing rights to Compass, and which continued to be serviced by USACM after the closing of the sale to Compass.

Fees were incurred in relation to matters affecting Effective Date transition, including communication and analysis regarding Pending Litigation obligations and rights of various parties in connection with the Pending Litigation, including Compass and the USACM Liquidation Trust, as of the Effective Date.

5. Claims Administration and Objections

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	6.90	\$1,690.50
Kelly J. Applegate	Attorney (Shareholder)	\$275	1.70	\$467.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	27.10	\$8,536.50
Annette W. Jarvis	Attorney (Shareholder)	\$370	4.50	\$1,665.00
Douglas M. Monson	Attorney (Shareholder)	\$275	20.50	\$5,637.50
Douglas M. Monson	Attorney (Shareholder)	\$285	0.10	\$28.50
Elaine A. Monson	Attorney (Shareholder)	\$245	24.60	\$6,027.00
Elaine A. Monson	Attorney (Shareholder)	\$270	0.50	\$135.00
Steven C. Strong	Attorney (Shareholder)	\$250	36.70	\$9,175.00
Steven C. Strong	Attorney (Shareholder)	\$285	40.90	\$11,656.50
Peggy Hunt	Attorney (Of Counsel)	\$250	39.50	\$9,875.00
Peggy Hunt	Attorney (Of Counsel)	\$285	4.30	\$1,225.50
Blake R. Bauman	Attorney (Associate)	\$170	0.20	\$34.00
Scott A. Cummings	Attorney (Associate)	\$170	163.50	\$27,795.00
Benjamin J. Kotter	Attorney (Associate)	\$195	4.30	\$838.50
Benjamin J. Kotter	Attorney (Associate)	\$205	6.30	\$1,291.50
Angelina Tsu	Attorney (Associate)	\$195	56.40	\$10,998.00
Angelina Tsu	Attorney (Associate)	\$185	132.60	\$24,531.00
Carrie Hurst	Paralegal	\$120	14.10	\$1,692.00
Carrie Hurst	Paralegal	\$130	17.00	\$2,210.00

Lorri Okerlund	Paralegal	\$130	10.60	\$1,378.00
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TOTALS	\$207.23	612.30	\$126,887.50
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b. April 2006.

During April 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

c. May 2006.

As set forth in the invoice attached as Exhibit D-4, during May 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	3.20	\$1,008.00
Steven C. Strong	Attorney (Shareholder)	\$250	1.50	\$375.00
TOTALS		\$294.25	4.70	\$1,383.00

As set forth in greater detail in the invoice attached as Exhibit D-4, these fees were incurred relative to the analysis of investor fund issues, various claims trading issues, and the review and analysis of the objection to the Bundy Canyon motion.

d. June 2006.

As set forth in the invoice attached as Exhibit E-5, during June 2006 the following RQN professional provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven C. Strong	Attorney (Shareholder)	\$250	0.20	\$50.00
TOTALS		\$250.00	0.20	\$50.00

As set forth in greater detail in the invoice attached as Exhibit E-5, these fees were incurred relative to correspondence relating to claims trading activity in the case.

e. July 2006.

As set forth in the invoice attached as Exhibit F-4, during July 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.90	\$283.50
Steven C. Strong	Attorney (Shareholder)	\$250	0.80	\$200.00
TOTALS		\$284.41	1.70	\$483.50

As set forth in greater detail in the invoice attached as Exhibit F-4, these fees were incurred relative to offset issues and the treatment of priority claims and distributions to Direct Lenders.

f. August 2006.

As set forth in the invoice attached as Exhibit G-5, during August 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven C. Strong	Attorney (Shareholder)	\$250	0.20	\$50.00
Angelina Tsu	Attorney (Associate)	\$195	6.00	\$1,170.00
TOTALS		\$196.77	6.20	\$1,220.00

As set forth in greater detail in the invoice attached as Exhibit G-5, these fees were incurred relative to reviewing and analyzing claims and claim objections, preparing the motion setting the claims bar date, and establishing procedures for filing and objecting to claims.

g. September 2006.

As set forth in the invoice attached as Exhibit H-5, during September 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.50	\$157.50
Elaine A. Monson	Attorney (Shareholder)	\$245	21.70	\$5,316.50
Steven C. Strong	Attorney (Shareholder)	\$250	6.10	\$1,525.00
Angelina Tsu	Attorney (Associate)	\$195	48.50	\$9,457.50
Carrie Hurst	Paralegal	\$120	3.60	\$432.00
TOTALS		\$210.06	80.40	\$16,888.50

As set forth in greater detail in the invoice attached as Exhibit H-5, these fees were incurred in drafting and revising the motion setting the claims bar date; establishing and editing

the procedures for filing and objecting to claims; drafting and revising the notice to creditors of the motion setting the claims bar and claims procedures; working with BMC Group to facilitate service; drafting and revising the proof of interest and proof of claim forms; and a preliminary analysis of claims filed against the Debtors. Fees were also incurred relative to responding to the Committees' issues and suggestions in preparing the bar date motion, notice, and procedures; fees were also incurred drafting descriptions of claims filing procedures and responses to potential questions from creditors for the Debtors' website; and analysis of claim allowance issues.

h. October 2006.

As set forth in the invoice attached as Exhibit I-5, during October 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	4.40	\$1,386.00
Elaine A. Monson	Attorney (Shareholder)	\$245	0.40	\$98.00
Steven C. Strong	Attorney (Shareholder)	\$250	0.40	\$100.00
Angelina Tsu	Attorney (Associate)	\$195	0.80	\$156.00
TOTALS		\$290.00	6.00	\$1,740.00

As set forth in greater detail in the invoice attached as Exhibit I-5, these fees were incurred responding to inquiries regarding filing of claims and the claims bar date; drafting a further motion regarding the claims bar date; analyzing inter-company claims; and negotiating and reviewing a proposed stipulation with the Pension Benefit Guarantee Corporation (the "PBGC").

i. November 2006.

As set forth in the invoice attached as Exhibit J-5, during November 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	5.10	\$1,606.50
Steven C. Strong	Attorney (Shareholder)	\$250	4.10	\$1,025.00
Scott A. Cummings	Attorney (Associate)	\$170	38.60	\$6,562.00
Benjamin J. Kotter	Attorney (Associate)	\$195	1.10	\$214.50
TOTALS		\$192.39	48.90	\$9,408.00

As set forth in greater detail in the invoice attached as Exhibit J-5, these fees were incurred in negotiating and reviewing the proposed stipulation extending the bar date for Direct Lenders; correspondence with the PBGC regarding its claims filed against the Debtors; preparing objections to the PBGC's claims; beginning to review all proofs of claim filed against the Debtors and analyzing possible objections; preparing omnibus objections to filed proofs of claims; analyzing and drafting objections to specific creditors' claims; and communicating with the Committees regarding inter-company claims.

j. December 2006.

As set forth in the invoice attached as Exhibit K-5, during December 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	6.10	\$1,494.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	8.90	\$2,803.50
Douglas M. Monson	Attorney (Shareholder)	\$275	6.00	\$1,650.00
Elaine A. Monson	Attorney (Shareholder)	\$245	1.70	\$416.50
Steven C. Strong	Attorney (Shareholder)	\$250	8.50	\$2,125.00
Blake R. Bauman	Attorney (Associate)	\$170	0.20	\$34.00
Scott A. Cummings	Attorney (Associate)	\$170	54.20	\$9,214.00
Benjamin J. Kotter	Attorney (Associate)	\$195	4.10	\$799.50
TOTALS		<u>\$206.66</u>	<u>89.70</u>	<u>\$18,537.00</u>

As set forth in greater detail in the invoice attached as Exhibit K-5, these fees were incurred in the continued review of all proofs of claim filed against the Debtors and analyzing possible objections; preparing and revising various omnibus claim objections; preparing and revising objections to specific claims of creditors including those filed by Binford Medical, Liberty Bank, the PBGC, Copper Sage, Del and Ernestine Bunch, Spectrum and Waddell, and Gateway Stone; and analyzing various claim objections issues. Fees were also incurred relative to responding to correspondence and other communications with the Committees and others regarding claim objection issues; preparation of the exhibits for the omnibus claim objections; and attending claim objection hearings.

k. January 2007.

As set forth in the invoice attached as Exhibit L-5, during January 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	0.80	\$196.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	4.10	\$1,291.50
Douglas M. Monson	Attorney (Shareholder)	\$275	14.50	\$3,987.50
Elaine A. Monson	Attorney (Shareholder)	\$245	0.80	\$196.00
Steven C. Strong	Attorney (Shareholder)	\$250	14.90	\$3,725.00
Peggy Hunt	Attorney (Of Counsel)	\$250	39.50	\$9,875.00
Scott A. Cummings	Attorney (Associate)	\$170	70.70	\$12,019.00
Benjamin J. Kotter	Attorney (Associate)	\$195	0.20	\$39.00
Carrie Hurst	Paralegal	\$120	10.50	\$1,260.00
TOTALS		\$208.90	156.00	\$32,589.00

As set forth in greater detail in the invoice attached as Exhibit L-5, these fees were incurred in the continued review of all proofs of claim filed against the Debtors and analysis of possible objections; continued preparation and revision of various omnibus claim objections; continued work on specific claim objections including objections to certain administrative expense claims. Fees were also incurred relative to drafting various declarations in support of filed claim objections; reviewing creditor responses to claim objections and preparing replies thereto; responding to various correspondences and other communications with the Committees and others regarding claim objection issues; and negotiating and preparing a stipulation with the PBGC.

l. February 2007.

As set forth in the invoice attached as Exhibit M-5, during February 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$275	1.70	\$467.50
Annette W. Jarvis	Attorney (Shareholder)	\$370	2.70	\$999.00
Douglas M. Monson	Attorney (Shareholder)	\$285	0.10	\$28.50
Elaine A. Monson	Attorney (Shareholder)	\$270	0.50	\$135.00
Steven C. Strong	Attorney (Shareholder)	\$285	30.40	\$8,664.00
Peggy Hunt	Attorney (Of Counsel)	\$285	3.90	\$1,111.50
Scott A. Cummings	Attorney (Associate)	\$185	115.10	\$21,293.50

Benjamin J. Kotter	Attorney (Associate)	\$205	4.1	\$840.50
Carrie Hurst	Paralegal	\$130	1.00	\$130.00
Lorri Okerlund	Paralegal	\$130	10.60	\$1,378.00

TOTALS	\$206.04	170.10	\$35,047.50
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As set forth in greater detail in the invoice attached as Exhibit M-5, these fees were incurred in the continued review of all proofs of claim filed against the Debtors, including claims filed by Direct Lenders in specific loans, and analysis of possible objections; continued preparation and revision of various omnibus claim objections; continued work on specific claim objections including claims filed by the IRS and possible rejection damages claims; continued analysis of claim objection issues; responding to various correspondences and other communications with the Committees and others regarding claim objection issues; and working on various appeal issues arising from claims asserted by certain creditors. Fees were also incurred relative to the continued preparation of the exhibits for each of the omnibus claim objections; and communicating with the Committees and the Court on filing and service issues relative to the various omnibus claim objections.

m. March 2007.

As set forth in the invoice attached as Exhibit N-5, during March 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	1.80	\$666.00
Steven C. Strong	Attorney (Shareholder)	\$285	10.50	\$2,992.50
Peggy Hunt	Attorney (Of Counsel)	\$285	0.40	\$114.00
Scott A. Cummings	Attorney (Associate)	\$185	17.50	\$3,237.50
Benjamin J. Kotter	Attorney (Associate)	\$205	2.20	\$451.00
Carrie Hurst	Paralegal	\$130	16.00	\$2,080.00
TOTALS		\$197.13	48.40	\$9,541.00

As set forth in greater detail in the invoice attached as Exhibit N-5, these fees were incurred in the continued preparation, revision, and finalization of various omnibus claim objections; working with counsel for USACM Liquidating Trust regarding claim objections

format and content; continued work on specific claim objections including objections to the PBGC's claims; continued communications with the Court and Committees on format, filing, and service issues relative to the omnibus claim objections; and working with BMC Group in establishing service procedures and formats for the various omnibus claim objections. Fees were also incurred in analyzing scheduled claims issues and revisions and the continued preparation and finalization of exhibits for the omnibus claim objections.

6. Employee Benefits / Pensions

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	110.80	\$27,146.00
Kelly J. Applegate	Attorney (Shareholder)	\$275	4.90	\$1,347.50
Michael E. Blue	Attorney (Shareholder)	\$270	20.50	\$5,535.00
Michael E. Blue	Attorney (Shareholder)	\$280	2.00	\$560.00
Paul C. Burke	Attorney (Shareholder)	\$230	0.30	\$69.00
Narrvel E. Hall	Attorney (Shareholder)	\$320	0.80	\$256.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	5.00	\$1,575.00
Elaine A. Monson	Attorney (Shareholder)	\$245	46.60	\$11,417.00
Robert O. Rice	Attorney (Shareholder)	\$250	0.40	\$100.00
Gerald T. Snow	Attorney (Shareholder)	\$335	0.90	\$301.50
Steven C. Strong	Attorney (Shareholder)	\$250	46.00	\$11,500.00
Steven C. Strong	Attorney (Shareholder)	\$285	5.20	\$1,482.00
Steven T. Waterman	Attorney (Shareholder)	\$290	1.30	\$377.00
R. Gary Winger	Attorney (Shareholder)	\$265	2.30	\$609.50
Lisa A. Yerkovich	Attorney (Shareholder)	\$270	0.60	\$162.00
Lon Jenkins	Attorney (Of counsel)	\$290	0.70	\$203.00
Scott A. Cummings	Attorney (Associate)	\$170	4.50	\$765.00
Christopher N. Nelson	Attorney (Associate)	\$200	1.60	\$320.00
Andrew J. West	Law Clerk	\$115	5.80	\$667.00
Carrie Hurst	Paralegal	\$120	1.20	\$144.00
TOTALS		\$246.89	261.40	\$64,536.50

b. April 2006.

As set forth in the invoice attached as Exhibit C-4, during April 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Paul C. Burke	Attorney (Shareholder)	\$230	0.30	\$69.00
Steven C. Strong	Attorney (Shareholder)	\$250	3.90	\$975.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.70	\$203.00
TOTALS		\$254.49	4.90	\$1,247.00

As set forth in greater detail in the invoice attached as Exhibit C-4, these fees were incurred relative to critical employee pay and retention issues and other corporate officer issues.

c. May 2006.

As set forth in the invoice attached as Exhibit D-5, during May 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	3.60	\$882.00
Narrvel E. Hall	Attorney (Shareholder)	\$320	0.50	\$160.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.50	\$157.50
Steven C. Strong	Attorney (Shareholder)	\$250	2.60	\$650.00
TOTALS		\$256.88	7.20	\$1,849.50

As set forth in greater detail in the invoice attached as Exhibit D-5, these fees were incurred relative to issues relating to USACM's defined benefits plan and communications with the PBGC.

d. June 2006.

As set forth in the invoice attached as Exhibit E-6, during June 2007 the following RQN professional provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	0.10	\$24.50
TOTALS		\$245.00	0.10	\$24.50

As set forth in greater detail in the invoice attached as Exhibit E-6, these fees were incurred relative to issues relating to USACM's defined benefits plan.

e. **July 2006.**

As set forth in the invoice attached as Exhibit F-5, during July 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	9.20	\$2,254.00
Steven C. Strong	Attorney (Shareholder)	\$250	1.90	\$475.00
J. Andrew West	Law Clerk	\$115	5.80	\$667.00
TOTALS		\$200.95	16.90	\$3,396.00

As set forth in greater detail in the invoice attached as Exhibit F-5, these fees were incurred relative to issues relating to USACM's defined benefits plan, including the review of correspondence from the PBGC and legal research related to the defined benefits plan.

f. **August 2006.**

As set forth in the invoice attached as Exhibit G-6, during August 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	31.90	\$7,815.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	2.30	\$724.50
Elaine A. Monson	Attorney (Shareholder)	\$245	9.40	\$2,303.00
Gerald T. Snow	Attorney (Shareholder)	\$335	0.90	\$301.50
Steven C. Strong	Attorney (Shareholder)	\$250	8.70	\$2,175.00
Steven T. Waterman	Attorney (Shareholder)	\$290	0.40	\$116.00
R. Gary Winger	Attorney (Shareholder)	\$265	1.40	\$371.00
Lisa A. Yerkovich	Attorney (Shareholder)	\$270	0.60	\$162.00
Christopher N. Nelson	Attorney (Associate)	\$200	1.60	\$320.00
Carrie Hurst	Paralegal	\$120	1.20	\$144.00
TOTALS		\$247.13	58.40	\$14,432.50

As set forth in greater detail in the invoice attached as Exhibit G-6, these fees were incurred in responding to inquiries from the Department of Labor; making the necessary preparations to freeze the Pension Plan; and communicating with the PBGC on various pension issues.

g. September 2006.

As set forth in the invoice attached as Exhibit H-6, during September 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	28.30	\$6,933.50
Michael E. Blue	Attorney (Shareholder)	\$270	16.20	\$4,374.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	1.60	\$504.00
Elaine A. Monson	Attorney (Shareholder)	\$245	20.20	\$4,949.00
Robert O. Rice	Attorney (Shareholder)	\$250	0.40	\$100.00
Steven C. Strong	Attorney (Shareholder)	\$250	15.90	\$3,975.00
TOTALS		\$252.25	82.60	\$20,835.50

As set forth in greater detail in the invoice attached as Exhibit H-6, these fees were incurred in continued preparation to freeze the Pension Plan; analyzing and resolving various employment issues; and responding to pension inquiries including those from the PBGC.

h. October 2006.

As set forth in the invoice attached as Exhibit I-6, during October 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	12.90	\$3,160.50
Michael E. Blue	Attorney (Shareholder)	\$270	4.30	\$1,161.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.60	\$189.00
Elaine A. Monson	Attorney (Shareholder)	\$245	11.70	\$2,866.50
Steven C. Strong	Attorney (Shareholder)	\$250	11.20	\$2,800.00
Scott A. Cummings	Attorney (Associate)	\$170	4.50	\$765.00
TOTALS		\$242.08	45.20	\$10,942.00

As set forth in greater detail in the invoice attached as Exhibit I-6, these fees were incurred in continued communications with the PBGC on various pension issues, and the continued resolution of employment issues including employee retention.

i. November 2006.

As set forth in the invoice attached as Exhibit J-6, during November 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	13.00	\$3,185.00
Elaine A. Monson	Attorney (Shareholder)	\$245	5.30	\$1,298.50
Steven T. Waterman	Attorney (Shareholder)	\$290	0.90	\$261.00
R. Gary Winger	Attorney (Shareholder)	\$265	0.90	\$238.50
TOTALS		\$247.91	20.10	\$4,983.00

As set forth in greater detail in the invoice attached as Exhibit J-6, these fees were incurred in analyzing and responding to the PBGC's issues with the termination of the Pension Plan, and the continued resolution of various employment and pension issues.

j. December 2006.

As set forth in the invoice attached as Exhibit K-6, during December 2006 the following RQN professional provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	0.50	\$122.50
TOTALS		\$245.00	0.50	\$122.50

As set forth in greater detail in the invoice attached as Exhibit K-6, these fees were incurred in responding to a request from the PBGC.

k. January 2007.

As set forth in the invoice attached as Exhibit L-6, during January 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	11.30	\$2,768.50
Narrvel E. Hall	Attorney (Shareholder)	\$320	0.30	\$96.00
Steven C. Strong	Attorney (Shareholder)	\$250	1.80	\$450.00
TOTALS		\$247.35	13.40	\$3,314.50

As set forth in greater detail in the billing records attached as Exhibit L-6, these fees were incurred in responding to various document requests, and working with the PBGC on the termination of the USACM Pension Plan.

I. February 2007.

As set forth in the invoice attached as Exhibit M-6, during February 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$275	4.90	\$1,347.50
Michael E. Blue	Attorney (Shareholder)	\$280	2.00	\$560.00
Steven C. Strong	Attorney (Shareholder)	\$285	5.20	\$1,482.00
TOTALS		\$280.12	12.10	\$3,389.50

As set forth in greater detail in the billing records attached as Exhibit M-6, these fees were incurred in resolving various employment and pension issues including employee termination.

m. March 2007.

During March 2007, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

7. Fee / Employment Applications

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	1.00	\$275.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	34.90	\$10,993.50
Annette W. Jarvis	Attorney (Shareholder)	\$370	0.50	\$185.00
Douglas M. Monson	Attorney (Shareholder)	\$275	6.40	\$1,760.00
Douglas M. Monson	Attorney (Shareholder)	\$285	0.30	\$85.50
Elaine A. Monson	Attorney (Shareholder)	\$245	48.70	\$11,931.50
Steven C. Strong	Attorney (Shareholder)	\$250	48.50	\$12,125.00
Steven C. Strong	Attorney (Shareholder)	\$285	1.50	\$427.50
Stephen C. Tingey	Attorney (Shareholder)	\$275	0.90	\$247.50
Stephen C. Tingey	Attorney (Shareholder)	\$285	0.30	\$85.50
Ellen J. Toscano	Attorney (Shareholder)	\$270	0.70	\$189.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	14.30	\$4,147.00
Scott A. Cummings	Attorney (Associate)	\$170	6.30	\$1,071.00
Benjamin J. Kotter	Attorney (Associate)	\$195	133.00	\$25,935.00
Benjamin J. Kotter	Attorney (Associate)	\$205	19.10	\$3,915.50
Angelina Tsu	Attorney (Associate)	\$195	91.30	\$17,803.50
Carrie Hurst	Paralegal	\$120	76.70	\$9,204.00
Carrie Hurst	Paralegal	\$130	6.60	\$858.00

TOTALS	\$206.19	491.00	\$101,239.00
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b. April 2006.

As set forth in the invoice attached as Exhibit C-5, during April 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.60	\$189.00
Elaine A. Monson	Attorney (Shareholder)	\$245	4.90	\$1,200.50
Steven C. Strong	Attorney (Shareholder)	\$250	1.40	\$350.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	6.90	\$2,001.00
Angelina Tsu	Attorney (Associate)	\$195	17.80	\$3,471.00
TOTALS		\$228.21	31.60	\$7,211.50

As set forth in greater detail in the invoice attached as Exhibit C-5, these fees were largely incurred relative to the Debtors' applications to employ RQN as Debtors' counsel; to employ BMC Group as the noticing agent for the Debtors; and to employ Hilco as a real estate appraiser for the Debtors.

c. May 2006.

As set forth in the invoice attached as Exhibit D-6, during May 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	2.30	\$724.50
Elaine A. Monson	Attorney (Shareholder)	\$245	28.10	\$6,884.50
Steven C. Strong	Attorney (Shareholder)	\$250	12.90	\$3,225.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	7.40	\$2,146.00
Benjamin J. Kotter	Attorney (Associate)	\$195	0.20	\$39.00
Angelina Tsu	Attorney (Associate)	\$195	27.40	\$5,343.00
TOTALS		\$234.51	78.30	\$18,362.00

As set forth in greater detail in the invoice attached as Exhibit D-6, these fees were incurred relative to the Debtors' application to employ Hilco (including responding to various objections to the Hilco employment application), responding to objections from the U.S. Trustee

and others to RQN's employment as Debtors' counsel; preparation and analysis related to the preparation of a motion seeking Court authorization for the employment of ordinary course professionals to pursue loan collection matters.

d. June 2006.

As set forth in the invoice attached as Exhibit E-7, during June 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	3.80	\$1,197.00
Elaine A. Monson	Attorney (Shareholder)	\$245	7.40	\$1,813.00
Steven C. Strong	Attorney (Shareholder)	\$250	7.00	\$1,750.00
Benjamin J. Kotter	Attorney (Associate)	\$195	5.10	\$994.50
Angelina Tsu	Attorney (Associate)	\$195	10.90	\$2,125.50
TOTALS		\$230.41	34.20	\$7,880.00

As set forth in greater detail in the invoice attached as Exhibit E-7, these fees were incurred relative to the Debtors' efforts to employ Hilco as real estate appraisers and seeking an administrative procedures order establishing procedures for interim compensation of estate professionals and the initial preparation of monthly statements and an interim fee application. In this month, and throughout the remainder of the case, RQN voluntarily reduced by 50% the time billed preparing RQN fee applications and the Monthly Statements in compliance with the Administrative Procedures Order. Additionally, as much as possible, these fees were incurred by associates (primarily Benjamin J. Kotter) who bill at lower hourly rates.

e. July 2006.

As set forth in the invoice attached as Exhibit F-6, during July 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	5.90	\$1,858.50
Elaine A. Monson	Attorney (Shareholder)	\$245	1.10	\$269.50
Steven C. Strong	Attorney (Shareholder)	\$250	5.00	\$1,250.00
Benjamin J. Kotter	Attorney (Associate)	\$195	2.40	\$468.00
Angelina Tsu	Attorney (Associate)	\$195	3.60	\$702.00

TOTALS \$252.67 18.00 \$4,548.00

As set forth in greater detail in the invoice attached as Exhibit F-6, these fees were incurred relative to the Motion to Employ Ordinary Course Professionals, the review, analysis and response to objections to RQN's continued employment and the continued employment of other Debtor professionals; the preparation of monthly statements and an interim fee application in accordance with the Administrative Procedures Order for the period covering the Petition Date through July 31, 2006.

f. August 2006.

As set forth in the invoice attached as Exhibit G-7, during August 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	5.80	\$1,827.00
Elaine A. Monson	Attorney (Shareholder)	\$245	1.10	\$269.50
Steven C. Strong	Attorney (Shareholder)	\$250	7.70	\$1,925.00
Benjamin J. Kotter	Attorney (Associate)	\$195	44.20	\$8,619.00
Angelina Tsu	Attorney (Associate)	\$195	7.70	\$1,501.50
TOTALS		\$212.66	66.50	\$14,142.00

As set forth in greater detail in the invoice attached as Exhibit G-7, the majority of these fees were incurred by an associate Benjamin J. Kotter, relative to the preparation of the Monthly Statements for April, May, June and July and the preparation of RQN's First Interim Fee Application for the period from the Petition Date through July 31, 2006 in compliance with the Administrative Procedures Order. Fees were also incurred related to the motion to employ ordinary course professionals to assist in various loan collection and enforcement proceedings.

g. September 2006.

As set forth in the invoice attached as Exhibit H-7, during September 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	6.60	\$2,079.00
Douglas M. Monson	Attorney (Shareholder)	\$275	4.00	\$1,100.00

1	Elaine A. Monson	Attorney (Shareholder)	\$245	4.00	\$980.00
	Steven C. Strong	Attorney (Shareholder)	\$250	5.90	\$1,475.00
2	Stephen C. Tingey	Attorney (Shareholder)	\$275	0.50	\$137.50
	Ellen J.D. Toscano	Attorney (Shareholder)	\$270	0.70	\$189.00
3	Benjamin J. Kotter	Attorney (Associate)	\$195	6.40	\$1,248.00
	Angelina Tsu	Attorney (Associate)	\$195	18.30	\$3,568.50
4	Carrie Hurst	Paralegal	\$120	25.00	\$3,000.00

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6		TOTALS	\$192.96	71.40	\$13,777.00

7 As set forth in greater detail in the invoice attached as Exhibit H-7, these fees were
8 incurred related to the Debtors' continuing efforts to obtain an order allowing the Debtors to
9 employ ordinary course professionals to assist in various loan collection and enforcement
10 proceedings, including multiple discussions with the FTDF Committee to resolve various concerns
11 regarding the employment of ordinary course professionals. Time was also spent allocating fees
12 for possible payment by affected borrowers or Direct Lenders who benefited from the legal work
13 done to address issues affecting the respective loans, and fees were also incurred relative to
14 preparing the monthly statement and preparation for and attendance at the hearing on the First
15 RQN Interim Application.

16 **h. October 2006.**

17 As set forth in the invoice attached as Exhibit I-7, during October 2006 the following RQN
18 professionals and paraprofessionals provided services to the Debtors under this matter:

19	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
20	Kevin G. Glade	Attorney (Shareholder)	\$275	1.00	\$275.00
	Annette W. Jarvis	Attorney (Shareholder)	\$315	6.60	\$2,079.00
21	Douglas M. Monson	Attorney (Shareholder)	\$275	1.10	\$302.50
	Elaine A. Monson	Attorney (Shareholder)	\$245	0.90	\$220.50
22	Steven C. Strong	Attorney (Shareholder)	\$250	4.30	\$1,075.00
	Stephen C. Tingey	Attorney (Shareholder)	\$275	0.20	\$55.00
23	Scott A. Cummings	Attorney (Associate)	\$170	5.80	\$986.00
	Benjamin J. Kotter	Attorney (Associate)	\$195	22.90	\$4,465.50
24	Angelina Tsu	Attorney (Associate)	\$195	4.40	\$858.00
25	Carrie Hurst	Paralegal	\$120	22.50	\$2,700.00

26		TOTALS	\$186.75	69.70	13,016.50
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As set forth in greater detail in the invoice attached as Exhibit I-7, these services included finalizing an agreeable form of order granting the First RQN Interim Application, and analyzing related issues of fee allocation among the Debtors, including undertaking necessary legal research. Time was also spent allocating fees for possible payment by affected borrowers or Direct Lenders who benefited from the legal work done to address issues affecting the respective loans. Fees were also incurred relative to preparing the monthly statement in accordance with the Administrative Procedures Order. Additional fees were also incurred relative to the Debtors' efforts to obtain an order allowing the employment of ordinary course professionals.

i. November 2006.

As set forth in the invoice attached as Exhibit J-7, during November 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.30	\$94.50
Douglas M. Monson	Attorney (Shareholder)	\$275	0.20	\$55.00
Elaine A. Monson	Attorney (Shareholder)	\$245	0.80	\$196.00
Steven C. Strong	Attorney (Shareholder)	\$250	0.30	\$75.00
Benjamin J. Kotter	Attorney (Associate)	\$195	7.00	\$1,365.00
Carrie Hurst	Paralegal	\$120	6.30	\$756.00
TOTALS		\$170.57	14.90	\$2,541.50

As set forth in greater detail in the invoice attached as Exhibit J-7, these fees were incurred to allocate fees for possible payment by affected borrowers or Direct Lenders who benefited from the legal work done to address issues affecting the respective loans, and fees were also incurred relative to preparations of the monthly statement in accordance with the Administrative Procedures Order. Additional fees were also incurred relative to the Debtors' efforts to obtain an order allowing the employment of ordinary course professionals.

j. December 2006.

As set forth in the invoice attached as Exhibit K-7, during December 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	1.90	\$598.50
Douglas M. Monson	Attorney (Shareholder)	\$275	0.80	\$220.00
Elaine A. Monson	Attorney (Shareholder)	\$245	0.40	\$98.00
Steven C. Strong	Attorney (Shareholder)	\$250	0.80	\$200.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	0.20	\$55.00
Scott A. Cummings	Attorney (Associate)	\$170	0.50	\$85.00
Benjamin J. Kotter	Attorney (Associate)	\$195	9.80	\$1,911.00
Carrie Hurst	Paralegal	\$120	12.70	\$1,524.00
TOTALS		\$173.12	27.10	\$4,691.50

As set forth in greater detail in the invoice attached as Exhibit K-7, fees were incurred related to obtaining a Court order authorizing the continued employment of the Debtors' professionals, including RQN. Time was also spent allocating fees for possible payment by affected borrowers or Direct Lenders who benefited from the legal work done to address issues affecting the respective loans, and fees were also incurred relative to preparing of the monthly statement in accordance with the Administrative Procedures Order. Additional fees were also incurred relative to the Debtors' efforts to employ various ordinary course professionals, including KPMG and Beadle McBride as accountants for the Debtors.

k. January 2007.

As set forth in the invoice attached as Exhibit L-7, during January 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	1.10	\$346.50
Douglas M. Monson	Attorney (Shareholder)	\$275	0.30	\$82.50
Steven C. Strong	Attorney (Shareholder)	\$250	3.20	\$800.00
Benjamin J. Kotter	Attorney (Associate)	\$195	35.00	\$6,825.00
Angelina Tsu	Attorney (Associate)	\$195	1.20	\$234.00
Carrie Hurst	Paralegal	\$120	10.20	\$1,224.00
TOTALS		\$186.51	51.00	\$9,512.00

As set forth in greater detail in the invoice attached as Exhibit L-7, these services included preparing of the monthly statements for October, November and December 2006 in compliance with the Administrative Procedures Order and in anticipation of a second interim or final fee

application. Time was also spent allocating fees for possible payment by affected borrowers or Direct Lenders who benefited from the legal work done to address issues affecting the respective loans. Additional fees were incurred to obtain authorization from the Court for the continued employment of the Debtors' professionals, including RQN, and the employment of KPMG as accountants for the Debtors.

I. February 2007.

As set forth in the invoice attached as Exhibit M-7, during February 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	0.30	\$111.00
Douglas M. Monson	Attorney (Shareholder)	\$285	0.30	\$85.50
Steven C. Strong	Attorney (Shareholder)	\$285	0.70	\$199.50
Stephen C. Tingey	Attorney (Shareholder)	\$285	0.30	\$85.50
Benjamin J. Kotter	Attorney (Associate)	\$205	8.30	\$1,701.50
Carrie Hurst	Paralegal	\$130	6.60	\$858.00
TOTALS		\$184.30	16.50	\$3,041.00

As set forth in greater detail in the invoice attached as Exhibit M-7, fees were incurred related to the analysis of the professional fee schedules related to the closing of the sale to Compass, the revision of the proposed orders authorizing the Debtors' professionals' continued employment, and preparations of the monthly statements in connection with RQN's final fee application. Time was also spent allocating fees for possible payment by affected borrowers or Direct Lenders who benefited from the legal work done to address issues affecting the respective loans.

m. March 2007.

As set forth in the invoice attached as Exhibit N-6, during March 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	0.20	\$74.00
Steven C. Strong	Attorney (Shareholder)	\$285	0.80	\$228.00
Benjamin J. Kotter	Attorney (Associate)	\$205	10.80	\$2,214.00

TOTALS	\$213.22	11.80	\$2,516.00
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As set forth in greater detail in the invoice attached as Exhibit N-6, fees were incurred related to the stipulation amending time periods to file final and interim fee application and relative to preparations of the monthly statements in connection with the Administrative Procedures Order and in connection with RQN's final fee application.

8. Fee / Employment Objections

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	16.60	\$5,229.00
Douglas M. Monson	Attorney (Shareholder)	\$275	0.70	\$192.50
Elaine A. Monson	Attorney (Shareholder)	\$245	0.80	\$196.00
Steven C. Strong	Attorney (Shareholder)	\$250	18.70	\$4,675.00
Steven C. Strong	Attorney (Shareholder)	\$285	1.60	\$456.00
Scott A. Cummings	Attorney (Associate)	\$170	8.40	\$1,428.00
Benjamin J. Kotter	Attorney (Associate)	\$195	136.50	\$26,617.50
Benjamin J. Kotter	Attorney (Associate)	\$205	3.90	\$799.50
Angelina Tsu	Attorney (Associate)	\$195	3.80	\$741.00
Carrie Hurst	Paralegal	\$120	4.90	\$588.00
Carrie Hurst	Paralegal	\$130	0.70	\$91.00
Lorri Okerlund	Paralegal	\$120	31.70	\$3,804.00

TOTALS	\$196.31	228.30	\$44,817.50
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b. April 2006.

During April 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

c. May 2006.

As set forth in the invoice attached as Exhibit D-7, during May 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Elaine A. Monson	Attorney (Shareholder)	\$245	0.20	\$49.00
Steven C. Strong	Attorney (Shareholder)	\$250	0.70	\$175.00
Benjamin J. Kotter	Attorney (Associate)	\$195	0.40	\$78.00

TOTALS	\$232.31	1.30	\$302.00
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As set forth in greater detail in the invoice attached as Exhibit D-7, these fees were incurred relative to the review and analysis of responses to applications to employ counsel.

d. June 2006.

As set forth in the invoice attached as Exhibit E-8, during May 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.40	\$126.00
Steven C. Strong	Attorney (Shareholder)	\$250	3.20	\$800.00
Benjamin J. Kotter	Attorney (Associate)	\$195	2.40	\$468.00
TOTALS		\$232.33	6.00	\$1,394.00

As set forth in greater detail in the invoice attached as Exhibit E-8, these fees were incurred relative to the review and analysis of applications to employ counsel and the drafting of limited objections to those applications.

e. July 2006.

During July 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

f. August 2006.

As set forth in the invoice attached as Exhibit G-8, during August 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven C. Strong	Attorney (Shareholder)	\$250	1.40	\$350.00
Benjamin J. Kotter	Attorney (Associate)	\$195	0.80	\$156.00
TOTALS		\$230.00	2.20	\$506.00

As set forth in greater detail in the invoice attached as Exhibit G-8, these fees were incurred relative to the review and analysis of fee applications and correspondence regarding professionals' fee applications.

g. September 2006.

As set forth in the invoice attached as Exhibit H-8, during September 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	16.20	\$5,103.00
Elaine A. Monson	Attorney (Shareholder)	\$245	0.60	\$147.00
Steven C. Strong	Attorney (Shareholder)	\$250	6.60	\$1,650.00
Benjamin J. Kotter	Attorney (Associate)	\$195	102.60	\$20,007.00
Lorri Okerlund	Paralegal	\$120	31.70	\$3,804.00
TOTALS		\$194.74	157.70	\$30,711.00

As set forth in greater detail in the invoice attached as Exhibit H-8, the majority (approximately 82.10 hours) of time was spent responding to the U.S. Trustee's objection to the First RQN Interim Application. The Trustee objected to \$324,751.91 of the First RQN Interim Fee Application (nearly 35% of the total). RQN's response included gathering and providing to the U.S. Trustee voluminous documents supporting the expense reimbursement requested by RQN, and analyzing and preparing a response to the Trustee's objection to be presented at the hearing on the interim fee applications on September 28, 2006. At the conclusion of the hearing, the Court granted the application only excluding certain expense reimbursements which RQN had voluntarily withdrawn at the hearing and, while allowing the requested fees in full, requiring RQN to address the Trustee's "conferencing" objection. Substantial time was also spent relative to responding to the allocation objection filed by the Unsecured Creditors Committee (approximately 32.7 hours) which was also resolved at the hearing. Fees were also incurred reviewing the interim applications of other estate professionals (approximately 12.1 hours).

h. October 2006.

As set forth in the invoice attached as Exhibit I-8, during October 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven C. Strong	Attorney (Shareholder)	\$250	4.50	\$1,125.00
Benjamin J. Kotter	Attorney (Associate)	\$195	9.60	\$1,872.00
TOTALS		\$212.53	14.10	\$2,997.00

As set forth in greater detail in the invoice attached as Exhibit I-8, these fees were incurred relative to responding to the U.S. Trustee's "conferencing" objection to the First RQN Interim Application and the negotiation and drafting of an order granting the Debtors' professionals first interim fee applications.

i. November 2006.

As set forth in the invoice attached as Exhibit J-8, during November 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven C. Strong	Attorney (Shareholder)	\$250	0.40	\$100.00
Benjamin J. Kotter	Attorney (Associate)	\$195	0.80	\$156.00
TOTALS		\$213.33	1.20	\$256.00

As set forth in greater detail in the invoice attached as Exhibit J-8, these fees were incurred relative to reviewing the U.S. Trustee's objections to various professionals' monthly statements and a more detailed review of FTI's monthly statement.

j. December 2006.

During December 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

k. January 2007.

As set forth in the invoice attached as Exhibit L-8, during January 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Douglas M. Monson	Attorney (Shareholder)	\$275	0.70	\$192.50
Steven C. Strong	Attorney (Shareholder)	\$250	1.90	\$475.00
Scott A. Cummings	Attorney (Associate)	\$170	8.40	\$1,428.00
Benjamin J. Kotter	Attorney (Associate)	\$195	19.90	\$3,880.50
Angelina Tsu	Attorney (Associate)	\$195	3.80	\$741.00
Carrie Hurst	Paralegal	\$120	4.90	\$588.00
TOTALS		\$184.47	39.60	\$7,305.00

As set forth in greater detail in the invoice attached as Exhibit L-8, these fees were incurred relative to preparing objections to PDG's administrative expenses application and to Callister and Reynolds' fee application and reviewing BMC Group's invoices. Fees were also incurred in responding to the U.S. Trustee's "conferencing" objection to the First RQN Interim Application in compliance with the Court's order.

I. February 2007.

As set forth in the invoice attached as Exhibit M-8, during February 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven C. Strong	Attorney (Shareholder)	\$285	0.20	\$57.00
Benjamin J. Kotter	Attorney (Associate)	\$205	1.20	\$246.00
Carrie Hurst	Paralegal	\$130	0.70	\$91.00
TOTALS		\$187.62	2.10	\$394.00

As set forth in greater detail in the invoice attached as Exhibit M-8, these fees were incurred relative to the review of professionals' monthly statements and preparing an objection to Robert LePome's application for compensation.

m. March 2007.

As set forth in the invoice attached as Exhibit N-7, during March 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven C. Strong	Attorney (Shareholder)	\$285	1.40	\$399.00
Benjamin J. Kotter	Attorney (Associate)	\$205	2.70	\$553.50

TOTALS \$232.32 4.10 \$952.50

As set forth in greater detail in the invoice attached as Exhibit N-7, these fees were incurred relative to finalizing and filing the Debtors' objection to Robert LePome's application for compensation.

9. Executory Contracts

a. During the Application Period, the following RQN professionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	1.80	\$567.00
Annette W. Jarvis	Attorney (Shareholder)	\$370	1.10	\$407.00
Mark W. Pugsley	Attorney (Shareholder)	\$250	5.00	\$1,250.00
Steven C. Strong	Attorney (Shareholder)	\$250	4.10	\$1,025.00
Steven C. Strong	Attorney (Shareholder)	\$285	2.00	\$570.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	0.40	\$110.00
Blake R. Bauman	Attorney (Associate)	\$170	5.90	\$1,003.00
Angelina Tsu	Attorney (Associate)	\$195	31.40	\$6,123.00
Carrie Hurst	Paralegal	\$120	0.30	\$36.00
TOTALS		\$213.29	52.00	\$11,091.00

b. April 2006.

During April 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

c. May 2006.

As set forth in the invoice attached as Exhibit D-8, during May 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.40	\$126.00
Steven C. Strong	Attorney (Shareholder)	\$250	0.90	\$225.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	0.40	\$110.00
Angelina Tsu	Attorney (Associate)	\$195	1.30	\$253.50
TOTALS		\$238.17	3.00	\$714.50

As set forth in greater detail in the billing records attached as Exhibit D-8, these fees were incurred relative to the Debtors' efforts to reject the Incline Village lease.

d. June 2006.

As set forth in the invoice attached as Exhibit E-9, during June 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.30	\$94.50
Steven C. Strong	Attorney (Shareholder)	\$250	0.40	\$100.00
Angelina Tsu	Attorney (Associate)	\$195	30.10	\$5,869.50
TOTALS		\$196.88	30.80	\$6,064.00

As set forth in greater detail in the invoice attached as Exhibit E-9, these fees were incurred relative to undertaking necessary legal research of executory contract issues important to the outcome of the case under 11 U.S.C. §365.

e. July 2006.

As set forth in the invoice attached as Exhibit F-7, during July 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.30	\$94.50
Steven C. Strong	Attorney (Shareholder)	\$250	0.90	\$225.00
TOTALS		\$266.25	1.20	\$319.50

As set forth in greater detail in the invoice attached as Exhibit F-7, these fees were incurred relative to real property lease rejection deadlines and issues.

f. August 2006.

As set forth in the invoice attached as Exhibit G-9, during August 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.80	\$252.00
Mark W. Pugsley	Attorney (Shareholder)	\$250	5.00	\$1,250.00
Steven C. Strong	Attorney (Shareholder)	\$250	1.90	\$475.00

Blake R. Bauman	Attorney (Associate)	\$170	5.90	\$1,003.00
Carrie Hurst	Paralegal	\$120	0.30	\$36.00

TOTALS	\$216.98	13.90	\$3,016.00
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As set forth in greater detail in the billing records attached as Exhibit G-9, these fees were incurred relative to responding to correspondence and other communications regarding lease issues; analyzing issues regarding subleases; and preparing and revising a notice to pay rent or quit.

g. September 2006.

During September 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

h. October 2006.

During October 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

i. November 2006.

During November 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

j. December 2006.

During December 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

k. January 2007.

During January 2007, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

l. February 2007.

As set forth in the invoice attached as Exhibit M-9, during February 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	1.10	\$407.00
Steven C. Strong	Attorney (Shareholder)	\$285	2.00	\$570.00

TOTALS	\$315.16	3.10	\$977.00
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As set forth in greater detail in the billing records attached as Exhibit M-9, these fees were incurred relative to resolving lease extension issues.

m. March 2007.

During March 2007, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

10. Financing

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	14.30	\$3,932.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	35.90	\$11,308.50
Douglas M. Monson	Attorney (Shareholder)	\$275	15.70	\$4,317.50
Elaine A. Monson	Attorney (Shareholder)	\$245	24.90	\$6,100.50
Steven C. Strong	Attorney (Shareholder)	\$250	45.10	\$11,275.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	4.00	\$1,100.00
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	0.60	\$162.00
Steven T. Waterman	Attorney (Shareholder)	\$290	2.80	\$812.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	1.50	\$435.00
TOTALS		\$272.40	144.80	\$39,443.00

b. April 2006.

As set forth in the invoice attached as Exhibit C-6, during April 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	0.50	\$137.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	3.30	\$1,039.50
Lon A. Jenkins	Attorney (Shareholder)	\$290	0.50	\$145.00
Steven C. Strong	Attorney (Shareholder)	\$250	6.90	\$1,725.00
TOTALS		\$272.05	11.20	\$3,047.00

As set forth in greater detail in the invoice attached as Exhibit C-6, the majority of these fees were incurred relative to efforts to obtain DIP financing and included several call with potential DIP lenders and preliminary confidentiality agreement discussions with potential DIP lenders.

c. May 2006.

As set forth in the invoice attached as Exhibit D-9, during May 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	11.90	\$3,272.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	13.00	\$4,095.00
Douglas M. Monson	Attorney (Shareholder)	\$275	15.40	\$4,235.00
Steven C. Strong	Attorney (Shareholder)	\$250	19.50	\$4,875.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	3.70	\$1,017.50
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.60	\$174.00
TOTALS		\$275.65	64.10	\$17,669.00

As set forth in greater detail in the invoice attached as Exhibit D-9, these fees were incurred relative to efforts to coordinate with and provide information to various possible lenders as well as dealing with DIP financing issues. These services included drafting a motion for DIP financing; the review and analysis of term sheets submitted by potential DIP lenders, substantial correspondence with the Committees and the client regarding DIP lending and due diligence issues; and preparing responses and supporting declarations to rebut to multiple objections to the DIP financing motion.

d. June 2006.

As set forth in the invoice attached as Exhibit E-10, during June 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	1.90	\$522.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	19.60	\$6,174.00
Douglas M. Monson	Attorney (Shareholder)	\$275	0.20	\$55.00
Elaine A. Monson	Attorney (Shareholder)	\$245	24.90	\$6,100.50
Steven C. Strong	Attorney (Shareholder)	\$250	17.40	\$4,350.00

Stephen C. Tingey	Attorney (Shareholder)	\$275	0.30	\$82.50
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	0.50	\$135.00
Steven T. Waterman	Attorney (Shareholder)	\$290	2.80	\$812.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.40	\$116.00

TOTALS	\$269.82	68.00	\$18,347.50
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As set forth in greater detail in the invoice attached as Exhibit E-10, these fees were incurred relative to continuing efforts to coordinate with and provide information to various possible lenders, including the prosecution of a motion requesting approval of DIP financing. These services included substantial communications with the client and potential DIP lenders and responding to due diligence requests from potential DIP lenders. Fees were also incurred in dealing with the Committees in relation to the DIP motion.

e. July 2006.

As set forth in the invoice attached as Exhibit F-8, during July 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Douglas M. Monson	Attorney (Shareholder)	\$275	0.10	\$27.50
Steven C. Strong	Attorney (Shareholder)	\$250	1.30	\$325.00
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	0.10	\$27.00

TOTALS	\$253.00	1.50	\$379.50
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As set forth in greater detail in the invoice attached as Exhibit F-8, these fees were incurred relative to communications with potential lenders.

f. August 2006 through March 2007.

During August 2006 through March 2007, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

11. Litigation

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	3.30	\$940.50

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 Las Vegas, Nevada 89146-5308
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1	Kevin G. Glade	Attorney (Shareholder)	\$275	0.90	\$247.50
	Annette W. Jarvis	Attorney (Shareholder)	\$315	266.30	\$83,884.50
2	Annette W. Jarvis	Attorney (Shareholder)	\$370	29.30	\$10,841.00
	Douglas M. Monson	Attorney (Shareholder)	\$275	5.60	\$1,540.00
3	Elaine A. Monson	Attorney (Shareholder)	\$245	129.80	\$31,801.00
	Elaine A. Monson	Attorney (Shareholder)	\$270	9.90	\$2,673.00
4	Mark W. Pugsley	Attorney (Shareholder)	\$250	10.00	\$2,500.00
	Mark W. Pugsley	Attorney (Shareholder)	\$270	8.00	\$2,160.00
5	Steven C. Strong	Attorney (Shareholder)	\$250	102.80	\$25,700.00
	Steven C. Strong	Attorney (Shareholder)	\$285	23.20	\$6,612.00
6	Stephen C. Tingey	Attorney (Shareholder)	\$275	5.10	\$1,402.50
	Peggy Hunt	Attorney (Of Counsel)	\$250	9.20	\$2,300.00
8	Lon A. Jenkins	Attorney (Of Counsel)	\$290	22.30	\$6,467.00
	Scott A. Cummings	Attorney (Associate)	\$170	31.20	\$5,304.00
9	Scott A. Cummings	Attorney (Associate)	\$185	4.40	\$814.00
	Benjamin J. Kotter	Attorney (Associate)	\$195	38.20	\$7,449.00
10	Benjamin J. Kotter	Attorney (Associate)	\$205	0.70	\$143.50
	Richard H. Madsen, II	Attorney (Associate)	\$190	2.70	\$513.00
11	Angelina Tsu	Attorney (Associate)	\$195	199.10	\$38,824.50
	Angelina Tsu	Attorney (Associate)	\$205	68.60	\$14,063.00
12	Gregory E. Jolley	Law Clerk	\$115	3.30	\$379.50
	Gregory E. Jolley	Law Clerk	\$130	10.20	\$1,326.00
13	Carrie Hurst	Paralegal	\$120	20.20	\$2,424.00
	Carrie Hurst	Paralegal	\$130	14.80	\$1,924.00
14	Lorri Okerlund	Paralegal	\$130	1.80	\$234.00
15					
16		TOTALS	\$247.30	1,020.90	\$252,467.50

b. April 2006.

As set forth in the invoice attached as Exhibit C-7, during April 2006 the following RQN professionals provided services to the Debtors under this matter:

	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
21	Annette W. Jarvis	Attorney (Shareholder)	\$315	1.00	\$315.00
22	Steven C. Strong	Attorney (Shareholder)	\$250	0.70	\$175.00
23	Lon A. Jenkins	Attorney (Of Counsel)	\$290	10.00	\$2,900.00
	Angelina Tsu	Attorney (Associate)	\$195	4.80	\$936.00
24					
25		TOTALS	\$262.18	16.50	\$4,326.00

As set forth in greater detail in the invoice attached as Exhibit C-7, these fees were incurred relative to the Debtors' research into offset and recoupment theories related to the motion to hold funds and responding to various objections raised to the Debtors' proposed cash

management order. In addition, time was spent preparing for and attending the initial hearings on initial motions in the case.

c. May 2006.

As set forth in the invoice attached as Exhibit D-10, during May 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	32.80	\$10,332.00
Elaine A. Monson	Attorney (Shareholder)	\$245	1.20	\$294.00
Steven C. Strong	Attorney (Shareholder)	\$250	6.30	\$1,575.00
Lon A. Jenkins	Attorney (Shareholder)	\$290	4.70	\$1,363.00
Angelina Tsu	Attorney (Associate)	\$195	2.40	\$468.00
TOTALS		\$296.03	47.40	\$14,032.00

As set forth in greater detail in the invoice attached as Exhibit D-10, these fees were incurred relative to the Debtors' responses to several motions for relief from stay; responding to multiple motions by Mr. LePomme's clients; preparation for and attending hearings on various contested matters; responding to subpoenas and other discovery requests in non-bankruptcy related cases; and analyzing issues in the interpleader action concerning investor account funds. Fees were also incurred relative to the Debtors' motion to hold funds and responding to multiple objections thereto.

d. June 2006.

As set forth in the invoice attached as Exhibit E-11, during June 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	94.80	\$29,862.00
Elaine A. Monson	Attorney (Shareholder)	\$245	40.30	\$9,873.50
Mark W. Pugsley	Attorney (Shareholder)	\$250	0.20	\$50.00
Steven C. Strong	Attorney (Shareholder)	\$250	37.30	\$9,325.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	5.10	\$1,402.50
Benjamin J. Kotter	Attorney (Associate)	\$195	10.10	\$1,969.50
Angelina Tsu	Attorney (Associate)	\$195	15.10	\$2,944.50
TOTALS		\$273.17	202.90	\$55,427.00

As set forth in greater detail in the invoice attached as Exhibit E-11, these fees were incurred relative to the Debtors' efforts opposing several motions for relief from stay (Canepa and others); the preparation for and participation in various hearings before the Court involving multiple contested motions and issues, including the Debtor's Motion to Hold Funds; the drafting a supplemental declarations in support of various motions; drafting of pleadings relating to Motion to Approve Investment Partners Security Agreement; protective orders, DIP financing and forbearance motion, committee procedure motion and multiple other motions.

e. July 2006.

As set forth in the invoice attached as Exhibit F-9, during July 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	23.00	\$7,245.00
Douglas M. Monson	Attorney (Shareholder)	\$275	1.70	\$467.50
Elaine A. Monson	Attorney (Shareholder)	\$245	18.00	\$4,410.00
Steven C. Strong	Attorney (Shareholder)	\$250	7.30	\$1,825.00
Benjamin J. Kotter	Attorney (Associate)	\$195	1.30	\$253.50
Richard H. Madsen II	Attorney (Associate)	\$190	0.80	\$152.00
Angelina Tsu	Attorney (Associate)	\$195	38.80	\$7,566.00
Gregory E. Jolley	Law Clerk	\$115	3.30	\$379.50
TOTALS		\$236.71	94.20	\$22,298.50

As set forth in greater detail in the invoice attached as Exhibit F-9, these fees were incurred relative to the Debtors' efforts to investigate and analyze multiple pending non-bankruptcy litigation matters. Fees were also incurred in preparing for and participating in various contested hearings before the Court on multiple motions.

f. August 2006.

As set forth in the invoice attached as Exhibit G-10, during August 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	38.80	\$12,222.00
Douglas M. Monson	Attorney (Shareholder)	\$275	3.00	\$825.00

Elaine A. Monson	Attorney (Shareholder)	\$245	9.50	\$2,327.50
Steven C. Strong	Attorney (Shareholder)	\$250	14.50	\$3,625.00
Benjamin J. Kotter	Attorney (Associate)	\$195	9.30	\$1,813.50
Richard H. Madsen II	Attorney (Associate)	\$190	1.40	\$266.00
Carrie Hurst	Paralegal	\$120	3.40	\$408.00

TOTALS	\$268.92	79.90	\$21,487.00
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As set forth in greater detail in the billing records attached as Exhibit G-10, the services included the following: (1) analyze issues relating to Weddell motion for relief from stay; (2) analyses relating to Standard Property's motion for relief from stay, discussion with local counsel regarding objection, conferences with A. Brumby regarding possible workout issues, and request to extend answer deadline; (3) analysis of joinder by certain Direct Lenders in Standard Property's motion for relief; (4) legal research on recoupment and offset in connection with motion to hold funds; (5) communications with counsel for Kreg Rowe and Double Diamond Ranch regarding James Lee litigation; (6) preparations for and attendance at hearings during the month regarding the motion to distribute funds, and review and analyze the DTDF Committee opposition thereto; and (7) update litigation chart and correspondence relating to status of pre-petition litigation. Fees were also incurred preparing for and participating in various hearings before the Court on multiple motions.

g. September 2006.

As set forth in the invoice attached as Exhibit H-9, during September 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	12.90	\$4,063.50
Douglas M. Monson	Attorney (Shareholder)	\$275	0.40	\$110.00
Elaine A. Monson	Attorney (Shareholder)	\$245	5.10	\$1,249.50
Mark W. Pugsley	Attorney (Shareholder)	\$250	9.80	\$2,450.00
Angelina Tsu	Attorney (Associate)	\$195	19.60	\$3,822.00
Carrie Hurst	Paralegal	\$120	15.50	\$1,860.00

TOTALS	\$214.14	63.30	\$13,555.00
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As set forth in greater detail in the billing records attached as Exhibit H-9, the services included the following: (1) work on chart relating to pre-petition litigation for Debtors and note information and deadlines in connection therewith; (2) legal research regarding section 365 and potential executory contract issues and preparation of memorandum regarding same; (3) conference with client and counsel for the UCC and preparations for and attend hearing on motion to distribute funds; (4) work on proposed scheduling order in Weddell case; and (5) review emails about the Standard Property litigation and deal with issues relating to communications with direct lenders regarding same. Fees were also incurred preparing for and participating in multiple hearings before the Court on multiple motions.

h. October 2006.

As set forth in the invoice attached as Exhibit I-9, during October 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	0.90	\$247.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	15.30	\$4,819.50
Elaine A. Monson	Attorney (Shareholder)	\$245	36.10	\$8,844.50
Steven C. Strong	Attorney (Shareholder)	\$250	26.80	\$6,700.00
Scott A. Cummings	Attorney (Associate)	\$170	19.90	\$3,383.00
Benjamin J. Kotter	Attorney (Associate)	\$195	0.70	\$136.50
Richard G. Madsen	Attorney (Associate)	\$190	0.50	\$95.00
Angelina Tsu	Attorney (Associate)	\$195	18.20	\$3,549.00
Gregory E. Jolley	Law Clerk	\$130	10.20	\$1,326.00
Carrie Hurst	Paralegal	\$120	0.80	\$96.00
TOTALS		\$225.63	129.40	\$29,197.00

As set forth in greater detail in the billing records attached as Exhibit I-9, the services included the following: (1) draft letter to direct lenders relating to the Standard Property litigation; (2) research standards under case law, research factual background and draft motion for sanctions/enforcement of stay in Binford Medical; (3) conferences with client regarding settlement payment from Thomas Flatley; (4) work on motion to exclude debtors from having to file claims by the bar date or alternatively for the appointment of special counsel to bring claims; (5) analyze application of loan service agreement in response to Fertitta subpoena, work on response to

subpoena and exchange emails with counsel for Fertitta regarding same; (6) analyze motion for relief filed by Prospect High Income Fund; (7) work on motion to appoint a trustee filed by the United States Trustee, research regarding case law regarding standards for appointment, draft opposition memorandum to the motion to appoint a trustee and accompanying declaration, review joinders filed by various parties to the UST's motion, and conferences with counsel for the Committees regarding its opposition papers to the motion for appointment; (8) conferences with client and prepare for and attend hearings on the motion to appoint a trustee, the motion to exclude debtors from having to file inter-company claims, and other contested motions in the case.

i. November 2006.

As set forth in the invoice attached as Exhibit J-9, during November 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	3.10	\$976.50
Elaine A. Monson	Attorney (Shareholder)	\$245	3.20	\$784.00
Steven C. Strong	Attorney (Shareholder)	\$250	1.00	\$250.00
Peggy Hunt	Attorney (Of Counsel)	\$250	8.90	\$2,225.00
Scott A. Cummings	Attorney (Associate)	\$170	4.10	\$697.00
Benjamin J. Kotter	Attorney (Associate)	\$195	8.00	\$1,560.00
Angelina Tsu	Attorney (Associate)	\$195	43.50	\$8,482.50
TOTALS		\$208.57	71.80	\$14,975.00

As set forth in greater detail in the billing records attached as Exhibit J-9, the services included the following: (1) searching thousands of pages of email records to support possible claims against Milanowski/IP and related entities; (2) correspondence regarding possible resolution of Canepa motion for relief from stay; (3) analyze adversary complaint involving Binford Medical; (4) analyze FDCPA to determine possible application to litigation; (5) correspondence and conferences with B. Olson regarding Standard Property litigation and appeal issues; (6) communicate with legal counsel regarding Jones Vargas appeal issues, Botaba Realty litigation and Fox Hills litigation, and analysis regarding same; (7) work on 2004 motion, order and subpoena involving Milanowski and work on response to subpoena from direct lenders represented by Jones Vargas; and (8) prepare for and attend hearings on various motions.

j. December 2006.

As set forth in the invoice attached as Exhibit K-8, during December 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	3.00	\$855.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	4.00	\$1,260.00
Douglas M. Monson	Attorney (Shareholder)	\$275	0.50	\$137.50
Elaine A. Monson	Attorney (Shareholder)	\$245	5.60	\$1,372.00
Steven C. Strong	Attorney (Shareholder)	\$250	0.20	\$50.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	7.60	\$2,204.00
Benjamin J. Kotter	Attorney (Associate)	\$195	8.30	\$1,618.50
Angelina Tsu	Attorney (Associate)	\$195	49.00	\$9,555.00
TOTALS		\$218.06	78.20	\$17,052.00

As set forth in greater detail in the billing records attached as Exhibit K-8, the services included the following: (1) work on producing documents that are responsive to the Jones Vargas subpoena; (2) continue review of thousands of pages of emails to support possible claims against USAIP/ Milanowski, and conferences with professionals for the DTDF Committee regarding results of review; (3) work on response to Milanowski motion for protective order; (4) research on standards to appoint a trustee in an involuntary bankruptcy case; (5) correspondence and preparations for the 2004 examinations of Milanowski, USAIP, HMA Sales, and Investors VI; (6) research regarding standards for motion in limine and motion to strike, and draft motion in limine to strike Milanowski/USAIP objection to plan of reorganization based on failure to attend 2004 examinations; (7) research regarding fifth amendment privilege against self incrimination and effect of invoking the privilege as an evidentiary matter in civil litigation; (8) work on supplemental motion in limine based on V. Loob invoking privilege against self incrimination in 2004 examination; (9) work on motion for relief from stay filed by Dayco Corporation; and (10) preparations for and attend hearing on various contested matters.

k. January 2007.

As set forth in the invoice attached as Exhibit L-9, during January 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
1					
2	Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	0.30	\$85.50
3	Annette W. Jarvis	Attorney (Shareholder)	\$315	40.60	\$12,789.00
4	Elaine A. Monson	Attorney (Shareholder)	\$245	10.80	\$2,646.00
5	Steven C. Strong	Attorney (Shareholder)	\$250	8.70	\$2,175.00
6	Peggy Hunt	Attorney (Of Counsel)	\$250	0.30	\$75.00
7	Scott A. Cummings	Attorney (Associate)	\$170	7.20	\$1,224.00
8	Benjamin J. Kotter	Attorney (Associate)	\$195	0.50	\$97.50
9	Angelina Tsu	Attorney (Associate)	\$195	7.70	\$1,501.50
10	Carrie Hurst	Paralegal	\$120	0.50	\$60.00
11					
12		TOTALS	\$269.63	76.60	\$20,653.50

As set forth in greater detail in the billing records attached as Exhibit L-9, the services included the following: (1) preparations for and gather materials for hearing on confirmation order, protective order and USA Realty motion for distribution of funds; (2) conferences with J. Chubb and counsel for the Unsecured Creditors Committee regarding Kehl complaint; (3) analyze Walch complaint against USACM and prepare answer thereto; (4) attend hearing on confirmation order, protective order, USA Realty motion, objections to claims and TRO against HMA Sales and S. Reale; (5) correspondence relating to counsel interview for the USACM Trust; (6) conferences with counsel for the FTDF Committee, the client and A. Brumby regarding settlement discussions in the Standard Property litigation, and correspondence with Committee counsel and Compass regarding same; (7) analysis of a complaint filed by Nevada State Bank and claim objection matters; (8) prepare for and attend hearings on motion for protective order, assignment motion, motion to quash subpoenas and other contested matters; (9) review correspondence from counsel for the DTDF Committee regarding the examination of Great White; and (10) outline arguments in connection with the motion to distribute funds filed by USA Realty, the West Hills/Huntsville motion, the request for a protective order relating to the disputed documents, and the hearings relating to the Tree Moss and Investment VI bankruptcy petitions, and attend hearings regarding same.

I. February 2007.

As set forth in the invoice attached as Exhibit M-10, during February 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	18.60	\$6,882.00
Elaine A. Monson	Attorney (Shareholder)	\$270	3.30	\$891.00
Mark W. Pugsley	Attorney (Shareholder)	\$270	8.00	\$2,160.00
Steven C. Strong	Attorney (Shareholder)	\$285	21.50	\$6,127.50
Scott A. Cummings	Attorney (Associate)	\$185	4.40	\$814.00
Benjamin J. Kotter	Attorney (Associate)	\$205	0.70	\$143.50
Angelina Tsu	Attorney (Associate)	\$205	46.10	\$9,450.50
Carrie Hurst	Paralegal	\$130	11.60	\$1,508.00
Lorri Okerlund	Paralegal	\$130	1.80	\$234.00
TOTALS		\$243.19	116.00	\$28,210.50

As set forth in greater detail in the billing records attached as Exhibit M-10, the services included the following: (1) prepare draft response to Tabas motion for relief from stay; (2) work on 2004 examination pleadings regarding Beadle McBride and G. McBride; (3) telephone conferences with client and counsel for Tabas/Fertitta regarding subpoenas, continuation of 2004 examination of Tom Allison and review large quantity of documents to be produced in response to the subpoena; (4) work on proposed order on motion to enforce stay against West Hills/Huntsman foreclosure; (4) work on opposition to Fertitta/Tabas motion for relief from stay and declaration of Tom Allison regarding same; (5) conferences with J. Chubb and counsel for the DTDF Committee regarding Colt Gateway litigation and proposed payoff; (6) analyze issues raised in Walch complaint, revise answer, work on exhibits thereto and review edits from counsel for the UCC; (7) draft, revise and finalize subpoenas to Kehl, Milanowski and Hantges; (8) preparation of deposition notices and requests for production of documents to numerous defendants in the HMA/Reale litigation and facilitate service thereof; (9) prepare for and attend hearings in connection with the HMA litigation, the motion for relief from stay filed by Fertitta, claims issues, and other contested matters; (10) preparations for upcoming hearing on 1142 motion and Colt

Gateway motion; and (11) legal research regarding dispute with Milanowski about what may constitute personal property at the Debtors' business offices.

m. March 2007.

As set forth in the invoice attached as Exhibit N-8, during March 2007 the following RQN professionals paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	10.70	\$3,959.00
Elaine A. Monson	Attorney (Shareholder)	\$270	6.60	\$1,782.00
Steven C. Strong	Attorney (Shareholder)	\$285	1.70	\$484.50
Angelina Tsu	Attorney (Associate)	\$205	22.50	\$4,612.50
Carrie Hurst	Paralegal	\$130	3.20	\$416.00
TOTALS		\$251.77	44.70	\$11,254.00

As set forth in greater detail in the billing records attached as Exhibit N-8, the services included the following: (1) attend hearing and make arguments in connection with motion for relief from stay, 1142 motion, Colt Gateway motion and other contested matters; (2) work on document privilege issues and correspondence with counsel for the Unsecured Creditors Committee regarding privilege issues during the transition period; (3) work on document production requests from Del Bunch, including review of documents for relevance and privilege, and conferences with local counsel and counsel for the Unsecured Creditors Committee regarding same; (4) participate with Diamond McCarthy attorneys in employee interviews; (5) follow up on Hantges documents and facilitate delivery to Diamond McCarthy; (6) legal research and work on issues regarding application to employ BMC as Debtors claims agent; and (7) work on correspondence to Compass regarding transition of pending litigation.

12. Plan and Disclosure Statements

a. During the Application Period, the following RQN professionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	3.20	\$784.00
Kevin G. Glade	Attorney (Shareholder)	\$275	1.70	\$467.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	372.83	\$117,453.00

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 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
 Tel: (702) 228-7590 · Fax: (702) 892-0122

1	Annette W. Jarvis	Attorney (Shareholder)	\$370	136.00	\$50,320.00
	Douglas M. Monson	Attorney (Shareholder)	\$275	15.90	\$4,372.50
2	Douglas M. Monson	Attorney (Shareholder)	\$285	2.20	\$627.00
3	Elaine A. Monson	Attorney (Shareholder)	\$245	167.84	\$41,119.16
	Elaine A. Monson	Attorney (Shareholder)	\$270	11.10	\$2,997.00
4	Mark W. Pugsley	Attorney (Shareholder)	\$270	6.60	\$1,782.00
	Steven C. Strong	Attorney (Shareholder)	\$250	369.24	\$92,316.64
5	Steven C. Strong	Attorney (Shareholder)	\$285	56.60	\$16,131.00
	Stephen C. Tingey	Attorney (Shareholder)	\$275	12.10	\$3,327.50
6	Ellen J.D. Toscano	Attorney (Shareholder)	\$270	0.40	\$108.00
7	Steven T. Waterman	Attorney (Shareholder)	\$320	0.80	\$256.00
	Brent D. Wride	Attorney (Shareholder)	\$270	99.50	\$26,865.00
8	Brent D. Wride	Attorney (Shareholder)	\$285	60.40	\$17,214.00
	Peggy Hunt	Attorney (Of Counsel)	\$250	359.02	\$89,758.32
9	Peggy Hunt	Attorney (Of Counsel)	\$285	234.60	\$66,861.00
	Scott A. Cummings	Attorney (Associate)	\$170	158.40	\$26,928.00
10	Scott A. Cummings	Attorney (Associate)	\$185	1.30	\$240.50
11	Benjamin J. Kotter	Attorney (Associate)	\$195	120.90	\$23,575.50
	Benjamin J. Kotter	Attorney (Associate)	\$205	14.70	\$3,013.50
12	Angelina Tsu	Attorney (Associate)	\$195	56.50	\$11,017.50
	Carrie Hurst	Paralegal	\$120	34.84	\$4,180.00
13	Carrie Hurst	Paralegal	\$130	34.10	\$4,433.00
14	Lorri Okerlund	Paralegal	\$130	26.10	\$3,393.00
15	TOTALS		\$258.62	2,356.87	\$609,540.62

b. April 2006 through June 2006.

During April 2006 through June 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

c. July 2006.

As set forth in the invoice attached as Exhibit F-10, during August 2006 the following RQN professionals provided services to the Debtors under this matter:

	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
23	Kevin G. Glade	Attorney (Shareholder)	\$275	1.70	\$467.50
24	Annette W. Jarvis	Attorney (Shareholder)	\$315	13.60	\$4,284.00
	Elaine A. Monson	Attorney (Shareholder)	\$245	5.10	\$1,249.50
25	Steven C. Strong	Attorney (Shareholder)	\$250	16.90	\$4,225.00
	Stephen C. Tingey	Attorney (Shareholder)	\$275	12.10	\$3,327.50
26	Ellen J.D. Toscano	Attorney (Shareholder)	\$270	0.40	\$108.00
27	Peggy Hunt	Attorney (Of Counsel)	\$250	14.10	\$3,525.00
28	TOTALS		\$268.96	63.90	\$17,186.50

As set forth in greater detail in the invoice attached as Exhibit F-10, these fees were incurred relative to the Debtors' effort in connection with several potential purchasers of the business or plan funders, the negotiation of several confidentiality agreements with potential purchasers or plan funders, and the preliminary formulation of potential plan of reorganization.

d. August 2006.

As set forth in the invoice attached as Exhibit G-11, during August 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	2.40	\$588.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	29.03	\$9,145.50
Elaine A. Monson	Attorney (Shareholder)	\$245	2.90	\$710.50
Steven C. Strong	Attorney (Shareholder)	\$250	18.38	\$4,599.98
Peggy Hunt	Attorney (Of Counsel)	\$250	36.96	\$9,249.96
Benjamin J. Kotter	Attorney (Associate)	\$195	0.10	\$19.50
Angelina Tsu	Attorney (Associate)	\$195	8.40	\$1,638.00
Carrie Hurst	Paralegal	\$120	0.84	\$100.00
TOTALS		\$263.12	99.01	\$26,051.44

As set forth in greater detail in the invoice attached as Exhibit G-11,¹³ these services included: (1) interfacing with parties potentially interested in purchasing assets, including but not limited to the following significant tasks: (a) gathering information requested by potential bidders; (b) negotiating sale terms; and (c) analyzing sale terms set forth in letters of intent for inclusion in a plan of reorganization; (2) researching and preparing papers necessary to preserve exclusivity; (3) drafting a disclosure statement and plan, including researching issues related thereto; and (4) interfacing and coordinating with Committee counsel and the U.S. Trustee regarding the same.

¹³ Unless directly allocable to a specific debtor, work performed in furtherance of a Plan and Disclosure Statement was allocated evenly (1/3 each) to USACM, FTDF and DTDF. Prior to October 2006, time entries were duplicated in each matter (matter 12 for USACM, matter 25 for FTDF, and matter 26 for DTDF) with 1/3 being billed to each debtor. Beginning in October 2006, all Plan and Disclosure Statement related work (unless directly allocable to a specific debtor) was billed to matter 12 and the total amount billed was then allocated equally each month to USACM, FTDF and DTDF.

e. September 2006.

As set forth in the invoice attached as Exhibit H-10, during September 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	25.60	\$8,074.50
Elaine A. Monson	Attorney (Shareholder)	\$245	4.84	\$1,184.16
Steven C. Strong	Attorney (Shareholder)	\$250	11.36	\$2,841.66
Peggy Hunt	Attorney (Of Counsel)	\$250	23.16	\$5,783.36
Benjamin J. Kotter	Attorney (Associate)	\$195	0.30	\$58.50
Angelina Tsu	Attorney (Associate)	\$195	4.40	\$858.00
TOTALS		\$269.88	69.66	\$18,800.18

As set forth in greater detail in the invoice attached as Exhibit H-10, these services included: (1) interfacing with lead bidders for the purchase of assets, including negotiating and drafting an Asset Purchase Agreement; (2) preparing bidding procedures for the asset sale; (3) preparing papers necessary to preserve exclusivity; (4) drafting initial Disclosure Statement and Plan, including researching issues related thereto; and (5) interfacing and coordinating with Committee counsel and the U.S. Trustee regarding the same and filing a preliminary plan and disclosure statement on September 15, 2006 prior to the expiration on the exclusivity period (two committees opposed an extension of exclusivity and necessitated the filing).

f. October 2006.

As set forth in the invoice attached as Exhibit I-10, during October 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	15.00	\$4,725.00
Elaine A. Monson	Attorney (Shareholder)	\$245	2.00	\$490.00
Steven C. Strong	Attorney (Shareholder)	\$250	15.60	\$3,900.00
Peggy Hunt	Attorney (Of Counsel)	\$250	2.60	\$650.00
Scott A. Cummings	Attorney (Associate)	\$170	22.30	\$3,791.00
Benjamin J. Kotter	Attorney (Associate)	\$195	4.30	\$838.50
TOTALS		\$232.92	61.80	\$14,394.50

During October, 2006, RQN provided services in this matter for which it billed \$14,394.50, which it allocated 1/3 each (\$4,798.16) to USACM, FTDF and DTDF. As set forth in greater detail in the invoice attached as Exhibit I-10, these services included: (1) drafting an amended Disclosure Statement and Plan, including researching issues related thereto and filing an amended plan; and (2) interfacing and coordinating with Committee counsel and the U.S. Trustee regarding the same.

g. November 2006.

As set forth in the invoice attached as Exhibit J-10, during November 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	104.60	\$32,949.00
Elaine A. Monson	Attorney (Shareholder)	\$245	87.70	\$21,486.50
Steven C. Strong	Attorney (Shareholder)	\$250	140.10	\$35,025.00
Peggy Hunt	Attorney (Of Counsel)	\$250	80.30	\$20,075.00
Scott A. Cummings	Attorney (Associate)	\$170	61.00	\$10,370.00
Benjamin J. Kotter	Attorney (Associate)	\$195	61.50	\$11,992.50
Angelina Tsu	Attorney (Associate)	\$195	35.20	\$6,864.00
Carrie Hurst	Paralegal	\$120	7.80	\$936.00
TOTALS		\$241.61	578.20	\$139,698.00

During November 2006, RQN provided services in this matter for which it billed \$139,698, which it allocated 1/3 each (\$46,566.00) to USACM, FTDF and DTDF. As set forth in greater detail in the invoice attached as Exhibit J-10, these services included: (1) negotiating and drafting an Asset Purchase Agreement; (2) drafting and filing a final disclosure statement, including working with the SEC and the PBGC regarding the same, amending and supplementing the initial disclosure statement and further amending the disclosure statement to address objections and issues raised by the Bankruptcy Court; (3) drafting and filing final plan, including documents incorporated as part of the plan (i.e., Direct Lender Supplement documents, Liquidation Trust Agreement, etc.), and supplementing and amending the initial plan filed with the Bankruptcy Court to, among other things, incorporate changes to Disclosure Statement and Asset Purchase Agreement; (4) researching and preparing papers related to balloting and plan solicitation, and

coordinating with BMC on same; (5) preparing for and obtaining approval of the disclosure statement and the solicitation procedures at the hearing on those issues, including addressing objections to the disclosure statement; (6) researching and responding to improper solicitation made by Donna Cangelosi; (7) responding to questions related to the plan by creditors and investors; and (8) interfacing and coordinating with the lead bidder, Committee counsel and the office of the U.S. Trustee regarding the same.

h. December 2006.

As set forth in the invoice attached as Exhibit K-9, during December 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	120.40	\$37,926.00
Douglas M. Monson	Attorney (Shareholder)	\$275	15.30	\$4,207.50
Elaine A. Monson	Attorney (Shareholder)	\$245	53.00	\$12,985.00
Steven C. Strong	Attorney (Shareholder)	\$250	105.50	\$26,375.00
Brent D. Wride	Attorney (Shareholder)	\$270	99.50	\$26,865.00
Peggy Hunt	Attorney (Of Counsel)	\$250	115.20	\$28,800.00
Scott A. Cummings	Attorney (Associate)	\$170	55.50	\$9,435.00
Benjamin J. Kotter	Attorney (Associate)	\$195	38.50	\$7,507.50
Angelina Tsu	Attorney (Associate)	\$195	8.20	\$1,599.00
Carrie Hurst	Paralegal	\$120	16.10	\$1,932.00
TOTALS		\$251.33	627.20	\$157,632.00

During December 2006, RQN provided services in this matter for which it billed \$157,632.00, which it allocated 1/3 each (\$52,544.00) to USACM, FTDF and DTDF. As set forth in greater detail in the invoice attached as Exhibit K-9, these services included: (1) researching and drafting documents filed in support of confirmation of the plan, including the Declaration of Thomas J. Allison, BMC Declarations and supplemental BMC Declarations, and the brief in support of confirmation and coordinating with Compass regarding preparations and filing of declarations by Compass in support of the Plan; (2) analyzing objections to Plan confirmation, and researching and drafting responsive brief to same; (3) monitoring and analyzing plan votes, and responding to voting issues; (4) researching and drafting documents to be incorporated as part drafting a Plan (i.e., Direct Lender Supplement documents, Liquidation Trust Agreement,

Disbursing Agent Agreements, etc.); (5) preparing and responding to motions related to claim allowance and plan voting, including negotiations with opposing counsel related to same; (6) preparing for and attending hearings on Plan confirmation; (7) providing comments on and negotiating with all parties on terms of confirmation order and proposed findings of fact and conclusions of law related to confirmation; (8) responding to improper solicitation made by Donna Cangelosi; (9) responding to questions related to the plan by creditors and investors; (10) interfacing and coordinating with Compass and U.S. Trustee and Committee counsel regarding the same; and (11) preparations for the confirmation hearing and obtain confirmation of the Plan.

i. January 2007.

As set forth in the invoice attached as Exhibit L-10, during January 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	0.80	\$196.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	64.60	\$20,349.00
Douglas M. Monson	Attorney (Shareholder)	\$275	0.60	\$165.00
Elaine A. Monson	Attorney (Shareholder)	\$245	12.30	\$3,013.50
Steven C. Strong	Attorney (Shareholder)	\$250	61.40	\$15,350.00
Steven T. Waterman	Attorney (Shareholder)	\$320	0.80	\$256.00
Peggy Hunt	Attorney (Of Counsel)	\$250	86.70	\$21,675.00
Scott A. Cummings	Attorney (Associate)	\$170	19.60	\$3,332.00
Benjamin J. Kotter	Attorney (Associate)	\$195	16.20	\$3,159.00
Angelina Tsu	Attorney (Associate)	\$195	0.30	\$58.50
Carrie Hurst	Paralegal	\$120	10.10	\$1,212.00
TOTALS		\$251.52	273.40	\$68,766.00

January 2007. During January 2007, RQN provided services in this matter for which it billed \$68,766.00, which it allocated 1/3 each (\$22,922.00) to USACM, FTDF and DTDF. As set forth in greater detail in the invoice attached as Exhibit L-10, these services included: (1) providing comments on and conferring with all parties on terms of confirmation order and proposed findings of fact and conclusions of law related to confirmation, and amending same to address concerns of the Bankruptcy Court, Compass, and Committees; (2) preparing for and attending hearing on entry of proposed confirmation order; (3) analyzing issues related to the

implementation of the confirmed plan, and researching and preparing a motion for the
 implementation of the plan; (4) preparing a post-confirmation transition list; (5) analyzing legal
 and strategy issues related to appeals from confirmation order; (6) drafting preliminary appellate
 papers in confirmation order appeals, including District Court elections, designations of record,
 and *pro hac vice* documents; (7) researching and drafting papers in response to LPG and Jones
 Vargas Direct Lenders' request for stay of the confirmation order pending appeal, including
 motion to vacate order temporarily staying confirmation order entered by the Bankruptcy
 Appellate Panel ("Motion to Vacate"), declarations in support of Motion to Vacate, reply to
 appellants' objection to Motion to Vacate, and objection to motion for stay pending appeal and
 evidence in support of objection; (8) preparing for and attending hearing on Motion to Vacate; (9)
 researching and drafting motion to dismiss appeal of confirmation order filed by USAIP, Joe
 Milanowski and Thomas Hangtes ("IP Appeal"); and (10) interfacing and coordinating with
 Committee counsel on all of the same.

j. February 2007.

As set forth in the invoice attached as Exhibit M-11, during February 2007 the following
 RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	119.90	\$44,363.00
Douglas M. Monson	Attorney (Shareholder)	\$285	2.00	\$570.00
Elaine A. Monson	Attorney (Shareholder)	\$270	9.60	\$2,592.00
Mark W. Pugsley	Attorney (Shareholder)	\$270	6.60	\$1,782.00
Steven C. Strong	Attorney (Shareholder)	\$285	44.90	\$12,796.50
Brent D. Wride	Attorney (Shareholder)	\$285	57.70	\$16,444.50
Peggy Hunt	Attorney (Of Counsel)	\$285	209.50	\$59,707.50
Scott A. Cummings	Attorney (Associate)	\$185	1.30	\$240.50
Benjamin J. Kotter	Attorney (Associate)	\$205	14.10	\$2,890.50
Carrie Hurst	Paralegal	\$130	28.80	\$3,744.00
Lorri Okerlund	Paralegal	\$130	24.50	\$3,185.00
TOTALS		\$285.83	518.90	\$148,315.50

February 2007. During February 2007, RQN provided services in this matter for which it
 billed \$148,315.50, which it allocated 1/3 each (\$49,438.50) to USACM, FTDF and DTDF. As

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set forth in greater detail in the invoice attached as Exhibit M-11, these services included: (1) analyzing issues related to the implementation of the confirmed plan, researching and preparing a motion for the implementation of the plan, and revising an implementation motion drafted by FTDF Committee; (2) preparing a post-confirmation transition list; (3) analyzing legal and strategy issues related to appeals from confirmation order; (4) drafting preliminary appellate papers in confirmation order appeals, including designations of record and *pro hac vice* documents; (5) drafting papers related to the LPG and Jones Vargas Direct Lenders standing to appeal given Bankruptcy Rule 2019 issues; (6) researching and drafting motion to dismiss the IP Appeal, including compiling and drafting detailed statement of record and appellate record for review, and drafting memorandum of law, declarations and responsive pleadings related to the same; (7) preparing for and attending hearing on motion to dismiss IP Appeal; (8) researching and drafting emergency motions to dismiss appeals from confirmation order by LPG, Jones Vargas Direct Lenders and DACA, including preparing memorandums of law, declarations and responsive pleadings related to the same; (9) preparing for and attending hearing on motions to dismiss LPG, Jones Vargas Direct Lenders and DACA appeals of the confirmation order; (10) researching and drafting papers in response to LPG and Jones Vargas Direct Lenders' renewed emergency request for stay of the confirmation order pending appeal; (11) researching and drafting appellate brief regarding LPG and Jones Vargas Direct Lender appeal of confirmation order; and (12) interfacing and coordinating with Committee counsel on all of the same.

k. March 2007.

As set forth in the invoice attached as Exhibit N-9, during March 2007 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	16.10	\$5,957.00
Douglas M. Monson	Attorney (Shareholder)	\$285	0.20	\$57.00
Elaine A. Monson	Attorney (Shareholder)	\$270	1.50	\$405.00
Steven C. Strong	Attorney (Shareholder)	\$285	11.70	\$3,334.50
Brent D. Wride	Attorney (Shareholder)	\$285	2.70	\$769.50
Peggy Hunt	Attorney (Of Counsel)	\$285	25.10	\$7,153.50
Benjamin J. Kotter	Attorney (Associate)	\$205	0.60	\$123.00
Carrie Hurst	Paralegal	\$130	5.30	\$689.00

Lorri Okerlund	Paralegal	\$130	1.60	\$208.00
TOTALS		\$288.53	64.80	\$18,696.50

March 2007. During March, 2007, RQN provided services in this matter for which it billed \$18,696.50, which it allocated 1/3 each (\$6,232.17) to USACM, FTDF and DTDF. As set forth in greater detail in the invoice attached as Exhibit N-9, these services included: (1) preparing for and attending hearing on implementation motion, and providing detailed comments on proposed implementation order; (2) preparing for and attending a hearing on an emergency motion for stay of confirmation order filed by LPG and Jones Vargas Direct Lenders; (3) drafting orders regarding denial of emergency motion for stay of confirmation order and dismissing IP Appeal; (4) coordinating with USACM Committee Counsel regarding work in post-effective date period; (5) preparing for effective date, including commenting on effective date notice prepared by USACM Committee Counsel to include information related to all Debtors; and (6) interfacing and coordinating with all Committee counsel on same.

13. Tax Issues

a. During the Application Period, the following RQN professionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	50.30	\$12,323.50
Kelly J. Applegate	Attorney (Shareholder)	\$275	8.90	\$2,447.50
Narrvel E. Hall	Attorney (Shareholder)	\$320	32.00	\$10,240.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	1.10	\$346.50
Annette W. Jarvis	Attorney (Shareholder)	\$370	0.10	\$37.00
Bruce L. Olson	Attorney (Shareholder)	\$320	1.30	\$416.00
Steven C. Strong	Attorney (Shareholder)	\$250	2.20	\$550.00
Steven C. Strong	Attorney (Shareholder)	\$285	1.50	\$427.50
Blake R. Bauman	Attorney (Associate)	\$170	1.70	\$289.00
Benjamin J. Kotter	Attorney (Associate)	\$205	1.20	\$246.00
TOTALS		\$272.41	100.30	\$27,323.00

b. April 2006.

During April 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

c. May 2006.

As set forth in the invoice attached as Exhibit D-11, during May 2006 the following RQN professional provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven C. Strong	Attorney (Shareholder)	\$250	0.20	\$50.00
TOTALS		\$250	0.20	\$50.00

As set forth in greater detail in the invoice attached as Exhibit D-11, these fees were incurred relative to issues relating to the Debtors' tax returns.

d. June 2006.

During June 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

e. July 2006.

As set forth in the invoice attached as Exhibit F-11, during July 2006 the following RQN professional provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Narrvel E. Hall	Attorney (Shareholder)	\$320	2.00	\$640.00
TOTALS		\$320	2.00	\$640.00

As set forth in greater detail in the invoice attached as Exhibit F-11, these fees were incurred relative to PBGC and trusteeship issues.

f. August 2006.

During August 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

g. September 2006.

As set forth in the invoice attached as Exhibit H-11, during September 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	11.60	\$2,842.00
Narrvel E. Hall	Attorney (Shareholder)	\$320	15.30	\$4,896.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.40	\$126.00
Bruce L. Olson	Attorney (Shareholder)	\$320	1.30	\$416.00
Steven C. Strong	Attorney (Shareholder)	\$250	1.80	\$450.00
TOTALS		\$287.17	30.40	\$8,730.00

As set forth in greater detail in the billing records attached as Exhibit H-11, these fees were incurred in preparing and revising the tax disclosures for the Plan and Disclosure Statement and analyzing tax issues in bankruptcy.

h. October 2006.

During October 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

i. November 2006.

As set forth in the invoice attached as Exhibit J-11, during November 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	16.40	\$4,018.00
Narrvel E. Hall	Attorney (Shareholder)	\$320	14.70	\$4,704.00
Blake R. Bauman	Attorney (Associate)	\$170	1.70	\$289.00
TOTALS		\$274.73	32.80	\$9,011.00

As set forth in greater detail in the billing records attached as Exhibit J-11, these fees were incurred in analyzing tax issues regarding the liquidating trust; continued preparation and revision of the tax disclosures for the Plan and Disclosure Statement together with the Committees; responding to communications regarding specific tax issues; and working with KPMG in developing a requested tax opinion letter.

j. December 2006.

As set forth in the invoice attached as Exhibit K-10, during December 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	7.60	\$1,862.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.70	\$220.50
TOTALS		\$250.90	8.30	\$2,082.50

As set forth in greater detail in the billing records attached as Exhibit K-10, these fees were incurred in the continued analysis of tax issues regarding the liquidating trust; providing requested documents to KPMG; and the continued development of the tax opinion letter.

k. January 2007.

As set forth in the invoice attached as Exhibit L-11, during January 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	14.70	\$3,601.50
Steven C. Strong	Attorney (Shareholder)	\$250	0.20	\$50.00
TOTALS		\$245.07	14.90	\$3,651.50

As set forth in greater detail in the billing records attached as Exhibit L-11, these fees were incurred in the continued development of the tax opinion letter; preparing the Debtors' tax returns; and communicating with parties in interest regarding various tax issues.

l. February 2007.

As set forth in the invoice attached as Exhibit M-12, during February 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$275	8.90	\$2,447.50
Annette W. Jarvis	Attorney (Shareholder)	\$370	0.10	\$37.00
Steven C. Strong	Attorney (Shareholder)	\$285	1.50	\$427.50
Benjamin J. Kotter	Attorney (Associate)	\$205	1.20	\$246.00
TOTALS		\$269.91	11.70	\$3,158.00

As set forth in greater detail in the invoice attached as Exhibit M-12, these fees were incurred in the continued preparation of the Debtors' tax returns; analyzing specific tax issues; and communicating with parties in interest on various tax issues.

m. March 2007.

During March 2007, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

15. Travel Time

a. During the Application Period, the following RQN professionals and paraprofessionals incurred travel time necessary to provide services to the Debtors in this matter. Some of the travel time of RQN professionals and paraprofessionals has not been billed by RQN and those fees incurred which have been billed were billed at ½ of the professional's regular rate.

As set forth in greater detail in the billing records attached as

Exhibit C- 8 (April 2006)
 Exhibit D-12 (May 2006)
 Exhibit E-12 (June 2006)
 Exhibit F-12 (July 2006)
 Exhibit G-12 (August 2006)
 Exhibit H-12 (September 2006)
 Exhibit I-11 (October 2006)
 Exhibit J-12 (November 2006)
 Exhibit K-11 (December 2006)
 Exhibit L-12 (January 2007)
 Exhibit M-13 (February 2007)
 Exhibit N-10 (March 2007)

These fees were primarily incurred traveling between Las Vegas, Nevada and Salt Lake City, Utah to appear at multiple court hearings, client and committee meetings, to review documents for privilege, confidentiality and privacy issues which were responsive to multiple information requests (including the committee's Joint Information and Document Request), and to assist the Debtors in the ongoing management of their business. The majority of the travel time was incurred by Annette W. Jarvis in order to appear at multiple court hearings, multiple committee

meetings, necessary client meetings, and various depositions. Annette W. Jarvis also traveled to several meetings with borrowers on critical repayment issues or to meet with borrower on loans in which USAIP had a pledged interest, and to meet with potential purchasers of the business. Elaine A. Monson also incurred significant travel time as the point attorney on document review and production issues as well as the USAIP litigation matters.

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$142.50	28.10	\$4,004.25
Kevin G. Glade	Attorney (Shareholder)	\$137.50	44.00	\$6,050.00
Annette W. Jarvis	Attorney (Shareholder)	\$157.50	274.50	\$43,233.75
Annette W. Jarvis	Attorney (Shareholder)	\$185.00	66.40	\$12,284.00
Douglas M. Monson	Attorney (Shareholder)	\$142.50	6.00	\$855.00
Elaine A. Monson	Attorney (Shareholder)	\$122.50	124.70	\$15,275.75
Elaine A. Monson	Attorney (Shareholder)	\$135.00	19.80	\$2,673.00
Mark W. Pugsley	Attorney (Shareholder)	\$125.00	66.80	\$8,350.00
Mark w. Pugsley	Attorney (Shareholder)	\$135.00	6.00	\$810.00
Steven C. Strong	Attorney (Shareholder)	\$125.00	66.00	\$8,250.00
Steven C. Strong	Attorney (Shareholder)	\$142.50	13.90	\$1,980.75
Stephen C. Tingey	Attorney (Shareholder)	\$137.50	16.00	\$2,200.00
Steven T. Waterman	Attorney (Shareholder)	\$145.00	5.10	\$739.50
Brent D. Wride	Attorney (Shareholder)	\$135.00	8.20	\$1,107.00
Peggy Hunt	Attorney (Of Counsel)	\$125.00	9.50	\$1,187.50
Peggy Hunt	Attorney (Of Counsel)	\$142.50	39.10	\$5,571.75
Benjamin J. Kotter	Attorney (Associate)	\$97.50	49.00	\$4,777.50
Richard H. Madsen, II	Attorney (Associate)	\$95.00	17.30	\$1,643.50
Angelina Tsu	Attorney (Associate)	\$97.50	6.40	\$624.00
Carrie Hurst	Paralegal	\$60.00	7.00	\$420.00
TOTALS		\$139.66	873.80	\$122,037.25

17. Regulatory Work

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	0.20	\$55.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	22.70	\$7,150.50
Annette w. Jarvis	Attorney (Shareholder)	\$370	0.20	\$74.00

As set forth in the invoice attached as Exhibit D-13, during May 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	1.60	\$504.00
Mark W. Pugsley	Attorney (Shareholder)	\$250	63.60	\$15,900.00
Steven C. Strong	Attorney (Shareholder)	\$250	1.30	\$325.00
R. Gary Winger	Attorney (Shareholder)	\$265	4.80	\$1,272.00
Benjamin J. Kotter	Attorney (Associate)	\$195	1.80	\$351.00
Richard H. Madsen II	Attorney (Associate)	\$190	0.40	\$76.00
Caleb J. Frischknecht	Law Clerk	\$130	15.30	\$1,989.00
Jamie A. Sorenson	Law Clerk	\$115	16.30	\$1,874.50
Kim Cassett	Paralegal	\$125	13.40	\$1,675.00
Temporary	Paralegal	\$120	7.00	\$840.00
TOTALS		\$197.66	125.50	\$24,806.50

As set forth in greater detail in the invoice attached as Exhibit D-13, these fees were incurred relative to the Debtors' continued efforts to comply with SEC and Nevada State regulators and to respond to various inquiries from the SEC and Nevada State regulators. Fees were also incurred analyzing privilege issues and reviewing documents prior to production to SEC pursuant to subpoena.

d. June 2006.

As set forth in the invoice attached as Exhibit E-13, during June 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$275	0.20	\$55.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	1.10	\$346.50
Mark W. Pugsley	Attorney (Shareholder)	\$250	37.70	\$9,425.00
Steven C. Strong	Attorney (Shareholder)	\$250	0.60	\$150.00
Jamie A. Sorenson	Law Clerk	\$115	4.80	\$552.00
J. Andrew West	Law Clerk	\$115	27.40	\$3,151.00
Kim Cassett	Paralegal	\$125	7.20	\$900.00
Jessica Zimmer	Paralegal	\$110	15.70	\$1,727.00
TOTALS		\$172.19	94.70	\$16,306.50

As set forth in greater detail in the invoice attached as Exhibit E-13, these fees were incurred relative to negotiating a USAIP document separation agreement and efforts to identify debtor versus non-debtor documents. Fees were also incurred analyzing privilege issues and reviewing documents prior to production to SEC pursuant to subpoena and the continued analysis and evaluation of state regulatory issues.

e. July 2006.

As set forth in the invoice attached as Exhibit F-13, during July 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Elaine A. Monson	Attorney (Shareholder)	\$245	0.20	\$49.00
Mark W. Pugsley	Attorney (Shareholder)	\$250	44.20	\$11,050.00
Steven C. Strong	Attorney (Shareholder)	\$250	0.80	\$200.00
Jasmine Batestas	Paralegal	\$120	0.30	\$36.00
Kim Cassett	Paralegal	\$125	4.10	\$512.50
TOTALS		\$238.86	49.60	\$11,847.50

As set forth in greater detail in the invoice attached as Exhibit F-13, these fees were incurred relative to preparation for and participation in various meetings with the SEC as well as reviewing and producing thousands of documents to the SEC. Fees were also incurred relative to state regulatory issues in and from California and the identification of non-debtor documents relating to USAIP entities.

f. August 2006.

As set forth in the invoice attached as Exhibit G-13, during August 2006 the following RQN professional and paraprofessional provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Mark W. Pugsley	Attorney (Shareholder)	\$250	68.10	\$17,025.00
Kim Cassett	Paralegal	\$125	11.90	\$1,487.50
TOTALS		\$231.41	80.00	\$18,512.50

As set forth in more detail in the billing records attached as Exhibit G-13, these fees were incurred for responding to various inquiries from the SEC, including gathering, reviewing, organizing and producing documents to SEC pursuant to subpoena. These documents also had to be reviewed for privilege. Fees were also incurred responding to an inquiry from the National Association of Securities Dealers involving certain stock brokers who had been registered with USA Securities.

g. September 2006.

As set forth in the invoice attached as Exhibit H-13, during September 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.10	\$31.50
Mark W. Pugsley	Attorney (Shareholder)	\$250	52.70	\$13,175.00
Kim Cassett	Paralegal	\$125	12.50	\$1,562.50
Temporary	Paralegal	\$120	7.50	\$900.00
TOTALS		\$215.23	72.80	\$15,669.00

As set forth in more detail in the billing records attached as Exhibit H-13, these fees were incurred for ongoing work responding to the SEC's investigation into Debtors and various individuals, including gathering, reviewing, organizing and producing documents to SEC pursuant to subpoena. These documents had to be reviewed for privilege. Fees were also incurred researching various securities-related causes of action based upon documents produced to the SEC and the preparation and delivery of demand letters to entities that did business with Debtors regarding preservation of documents they had in their possession and control that may be relevant to the case.

h. October 2006.

As set forth in the invoice attached as Exhibit I-12, during October 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	3.70	\$1,165.50
Mark W. Pugsley	Attorney (Shareholder)	\$250	85.00	\$21,250.00

Steven C. Strong	Attorney (Shareholder)	\$250	0.50	\$125.00
Benjamin J. Kotter	Attorney (Associate)	\$195	4.50	\$877.50
Kim Cassett	Paralegal	\$125	7.80	\$975.00

TOTALS	\$240.33	101.50	\$24,393.00
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As set forth in more detail in the billing records attached as Exhibit I-12, these fees were incurred for ongoing work responding to the SEC's investigation into Debtors and various individuals, including but not limited to: gathering, reviewing, organizing and producing documents to SEC pursuant to subpoena. Fees were also incurred relative to being informed during this month for the first time that the United States Attorney for Nevada (the "U.S. Attorney") had commenced an investigation into Debtors' pre-petition activities and had issued several grand jury subpoenas requesting huge number of documents from the Debtors. Fees were also incurred relative to several current and former employees of Debtors receiving subpoenas from the SEC for investigative testimony, and time was spent relating to preparation for the defense of this testimony. Fees were also incurred relative to necessary research into whether a SEC receivership action could be imposed on certain non-debtor entities and discussions with the SEC in Los Angeles regarding this possibility.

i. November 2006.

As set forth in the invoice attached as Exhibit J-13, during November 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	5.70	\$1,795.50
Mark W. Pugsley	Attorney (Shareholder)	\$250	48.60	\$12,150.00
Angelina Tsu	Attorney (Associate)	\$195	3.20	\$624.00
Kim Cassett	Paralegal	\$125	3.00	\$375.00
Jessica Zimmer	Paralegal	\$110	7.90	\$869.00

TOTALS	\$231.19	68.40	\$15,813.50
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As set forth in more detail in the billing records attached as Exhibit J-13, these fees were incurred for ongoing work responding to subpoenas from the SEC and the U.S. Attorney, and

dealing with these two investigations. Fees were also incurred relative to meetings with the SEC regarding the appointment of a receiver for USAIP and/or other related non-debtor entities.

j. December 2006.

As set forth in the invoice attached as Exhibit K-12, during December 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	2.80	\$882.00
Mark W. Pugsley	Attorney (Shareholder)	\$250	43.80	\$10,950.00
TOTALS		\$253.91	46.60	\$11,832.00

As set forth in more detail in the billing records attached as Exhibit K-12, these fees were incurred for ongoing work responding to subpoenas from the SEC and the U.S. Attorney, and dealing with these two investigations, and in preparing for and attending a meeting with the SEC staff and Joe Milanowski's attorneys. Fees were also incurred relative to follow-up meetings with the SEC regarding an SEC receivership for USAIP and/or other related non-debtor entities.

k. January 2007.

As set forth in the invoice attached as Exhibit L-13, during January 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	6.70	\$2,110.50
Elaine A. Monson	Attorney (Shareholder)	\$245	0.10	\$24.50
Mark W. Pugsley	Attorney (Shareholder)	\$250	57.80	\$14,450.00
Kim Cassett	Paralegal	\$125	12.60	\$1,575.00
TOTALS		\$235.23	77.20	\$18,160.00

As set forth in more detail in the invoice attached as Exhibit L-13, these fees were incurred for ongoing work responding to prior subpoenas from the SEC and to a new subpoena from the SEC, and continuing to deal with the SEC investigation. Fees were also incurred preparing for and attending a meeting with the U.S. Attorney and FBI agents who are investigating this matter. Fees were also incurred relative to the production of documents and electronic data to the FBI.

I. February 2007.

As set forth in the invoice attached as Exhibit M-14, during February 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	0.20	\$74.00
Mark W. Pugsley	Attorney (Shareholder)	\$270	6.20	\$1,674.00
Kim Cassett	Paralegal	\$130	1.50	\$195.00
		TOTALS	\$245.95	7.90
				\$1,943.00

As set forth in more detail in the invoice attached as Exhibit M-14, these fees were incurred for ongoing work responding to prior subpoenas from the SEC, and coordination with the U.S. Attorney and FBI.

m. March 2007.

As set forth in the invoice attached as Exhibit N-11, during March 2007 the following RQN professional provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Mark W. Pugsley	Attorney (Shareholder)	\$270	9.40	\$2,538.00
		TOTALS	\$270.00	9.40
				\$2,538.00

As set forth in more detail in the invoice attached as Exhibit N-11, these fees were incurred for ongoing work responding to prior subpoenas from the SEC, and coordination with the U.S. Attorney and FBI, and for wind up and transition issues.

19. USA Capital First Trust Deed Fund, LLC – Committee Relations

a. Matter 19 was established to track time related to dealings with the First Trust Deed Fund Committee (the “FTDF Committee”). These fees have been allocated to FTDF. As with the other matters relating to the other official committees (matters 20, 21, and 22), when fees were incurred relative to all the committees (i.e., a committee call in which all the Committees participated), these fees were allocated equally among the Committees, or if less than all the committees were involved, the related fees were allocated proportionally. Thus, although

the narrative description in the attached invoice for this matter reflect the total work performed, only the amount allocable to the FTDF Committee has been billed to this matter.

b. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
John A. Adams	Attorney (Shareholder)	\$280	0.06	\$21.00
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	1.96	\$562.87
Kevin G. Glade	Attorney (Shareholder)	\$275	0.10	\$27.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	58.26	\$18,354.64
Annette W. Jarvis	Attorney (Shareholder)	\$370	2.58	\$952.75
Douglas M. Monson	Attorney (Shareholder)	\$275	5.49	\$1,506.62
Elaine A. Monson	Attorney (Shareholder)	\$245	22.24	\$5,451.26
Mark W. Pugsley	Attorney (Shareholder)	\$250	0.11	\$31.25
Steven C. Strong	Attorney (Shareholder)	\$250	50.69	\$12,832.49
Steven C. Strong	Attorney (Shareholder)	\$285	1.23	\$349.13
Stephen C. Tingey	Attorney (Shareholder)	\$275	7.07	\$1,945.12
Steven T. Waterman	Attorney (Shareholder)	\$290	0.60	\$174.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.16	\$50.75
Benjamin J. Kotter	Attorney (Associate)	\$195	39.13	\$7,636.78
Richard H. Madsen, II	Attorney (Associate)	\$190	7.94	\$1,520.00
Angelina Tsu	Attorney (Associate)	\$195	7.28	\$1,418.62
Carrie Hurst	Paralegal	\$120	8.50	\$1,020.00
TOTALS		\$252.37	213.40	\$53,854.78

c. April 2006.

During April 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

d. May 2006.

As set forth in the invoice attached as Exhibit D-14, during August 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	9.51	\$3,000.41
Douglas M. Monson	Attorney (Shareholder)	\$275	0.13	\$35.37
Steven C. Strong	Attorney (Shareholder)	\$250	3.44	\$868.75
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.16	\$50.75
TOTALS		\$298.74	13.24	\$3,955.28

As set forth in greater detail in the invoice attached as Exhibit D-14, these fees were incurred relative to issues arising from the appointment of multiple committees, correspondence and communications with the FTDF Committee and responding to multiple information requests from the Committees.

e. June 2006.

As set forth in the invoice attached as Exhibit E-14, during June 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
John A. Adams	Attorney (Shareholder)	\$280	0.06	\$21.00
Kevin G. Glade	Attorney (Shareholder)	\$275	0.10	\$27.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	19.09	\$6,006.61
Douglas M. Monson	Attorney (Shareholder)	\$275	5.03	\$1,381.87
Elaine A. Monson	Attorney (Shareholder)	\$245	9.28	\$2,272.39
Mark W. Pugsley	Attorney (Shareholder)	\$250	0.11	\$31.25
Steven C. Strong	Attorney (Shareholder)	\$250	12.01	\$3,026.25
Benjamin J. Kotter	Attorney (Associate)	\$195	12.69	\$2,476.51
Angelina Tsu	Attorney (Associate)	\$195	5.33	\$1,038.37
TOTALS		\$255.60	63.70	\$16,281.75

As set forth in greater detail in the invoice attached as Exhibit E-14, these fees were incurred relative to communications and correspondence with the FTDF Committee which included the evaluation and analysis of various loans with the First Trust Deed loan portfolio and discussing those issues with the FTDF Committee. Fees were also incurred responding to various information requests and reviewing document for privacy, confidentiality and privilege prior to production.

f. July 2006.

As set forth in the invoice attached as Exhibit F-14, during July 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	6.76	\$2,134.11

Douglas M. Monson	Attorney (Shareholder)	\$275	0.33	\$89.38
Elaine A. Monson	Attorney (Shareholder)	\$245	6.06	\$1,488.37
Steven C. Strong	Attorney (Shareholder)	\$250	14.08	\$3,600.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	0.77	\$212.62
Benjamin J. Kotter	Attorney (Associate)	\$195	14.93	\$2,912.88
Richard H. Madsen II	Attorney (Associate)	\$190	6.73	\$1,287.25
Angelina Tsu	Attorney (Associate)	\$195	1.75	\$341.25

TOTALS	\$234.70	51.41	\$12,065.86
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As set forth in greater detail in the invoice attached as Exhibit F-14, these fees were incurred relative to continued communications and correspondence with the FTDF Committee and responding to requests for information, including the Committees' Joint Information Request. Fees were also incurred relative to efforts, including the review of thousands of documents for privilege, confidentiality and privacy concerns in order to respond to the Committees' Joint Information Request as well as in preparation for and participation in multiple committee calls and informational presentations in which the FTDF Committee participated.

g. August 2006.

As set forth in the invoice attached as Exhibit G-15, during August 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	1.79	\$513.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	7.24	\$2,283.75
Elaine A. Monson	Attorney (Shareholder)	\$245	6.37	\$1,561.87
Steven C. Strong	Attorney (Shareholder)	\$250	6.83	\$1,725.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	6.30	\$1,732.50
Benjamin J. Kotter	Attorney (Associate)	\$195	7.56	\$1,477.14
Richard H. Madsen II	Attorney (Associate)	\$190	1.21	\$232.75
Carrie Hurst	Paralegal	\$120	8.50	\$1,020.00

TOTALS	\$230.26	45.80	\$10,546.01
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As set forth in the invoice attached as Exhibit G-15, these fees were incurred relative to correspondence and multiple committee calls in which the FTDF Committee participated discussing preliminary negotiations relating to the formation of a Plan and Disclosure Statement which were later endorsed by the Committees and approved by the Court. Substantial fees were

also incurred in responding to the Committees' Joint Information and Document Request and reviewing several hundred thousand pages of the documents for privilege, privacy, and confidentiality concerns, as well as evaluating various proposals related to the electronic storage of the Debtors' documents. Fees were also incurred relative to efforts to extend the exclusivity periods and responding to direct information requests from the FTDF Committee relating to loan summary charts and related information.

h. September 2006.

As set forth in the invoice attached as Exhibit H-14, during September 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	0.17	\$49.87
Annette W. Jarvis	Attorney (Shareholder)	\$315	4.76	\$1,496.26
Elaine A. Monson	Attorney (Shareholder)	\$245	0.23	\$55.13
Steven C. Strong	Attorney (Shareholder)	\$250	5.74	\$1,450.00
Benjamin J. Kotter	Attorney (Associate)	\$195	0.05	\$9.75
Angelina Tsu	Attorney (Associate)	\$195	0.20	\$39.00
TOTALS		\$278.03	11.15	\$3,100.01

As set forth in the invoice attached as Exhibit H-14, these fees were incurred primarily for correspondence with and multiple Committee calls in which the FTDF Committee participated or direct calls with the FTDF Committee discussing ongoing Plan and Disclosure Statement negotiations and negotiating various bidding procedures. Fees were also incurred in responding to the Committees' Joint Information and Document Request and continuing to review several hundred thousand pages of the documents for privilege, privacy, and confidentiality concerns responsive to the Committee's Joint Information and Document Request.

i. October 2006.

As set forth in the invoice attached as Exhibit I-16, during October 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	2.25	\$708.75
Elaine A. Monson	Attorney (Shareholder)	\$245	0.30	\$73.50

Steven C. Strong	Attorney (Shareholder)	\$250	1.82	\$456.25
Benjamin J. Kotter	Attorney (Associate)	\$195	3.90	\$760.50

TOTALS	\$241.72	8.27	\$1,999.00
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As set forth in the invoice attached as Exhibit I-16, these fees were incurred relative to Committee calls in which the FTDF Committee participated, in addition to direct communications and correspondence with the FTDF Committee discussing, among other things, negotiations related to the Asset Purchase Agreement. Fees were also incurred evaluating FTDF Committee's comments to the loan modification motion and holdback issues relating to FTDF distributions.

j. November 2006.

As set forth in the invoice attached as Exhibit J-14, during November 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	2.68	\$842.63
Steven C. Strong	Attorney (Shareholder)	\$250	0.89	\$224.99
TOTALS	\$299.05	3.57	\$1,067.62	

As set forth in the invoice attached as Exhibit J-14, these fees were incurred primarily for correspondence with the FTDF Committee and multiple committee calls in which the FTDF Committee participated discussing ongoing revisions to the Plan and Disclosure Statement and related issues.

k. December 2006.

As set forth in the invoice attached as Exhibit K-16, during December 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	2.80	\$882.00
Steven C. Strong	Attorney (Shareholder)	\$250	3.8.1	\$962.50
Steven T. Waterman	Attorney (Shareholder)	\$290	0.60	\$174.00
TOTALS	\$279.96	7.21	\$2,018.50	

As set forth in the invoice attached as Exhibit K-16, these fees were incurred primarily for correspondence with the FTDF Committee and multiple committee calls in which the FTDF Committee participated discussing ongoing Plan and Disclosure Statement issues, including but not limited to plan confirmation issues, balloting issues, competing bid and bidder qualification issues, sale hearing structure issues and coordination of efforts for confirmation brief and responding to multiple objections to confirmation, and revisions to the proposed confirmation order.

l. January 2007.

As set forth in the invoice attached as Exhibit L-17, during January 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	3.17	\$1,000.12
Steven C. Strong	Attorney (Shareholder)	\$250	2.07	\$518.75
TOTALS		\$289.86	5.24	\$1,518.87

As set forth in detail in the invoice attached as Exhibit L-17, these fees were incurred primarily for correspondence with the FTDF Committee and multiple committee calls in which the FTDF Committee participated discussing post-confirmation transition issues, closing the sale to Compass and responding to multiple appeals of the Confirmation Order and related motions to stay pending appeal.

m. February 2007.

As set forth in the invoice attached as Exhibit M-18, during February 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	2.58	\$952.75
Steven C. Strong	Attorney (Shareholder)	\$285	1.23	\$349.13
TOTALS		\$341.70	3.81	\$1,301.88

As set forth in the invoice attached as Exhibit M-18, these fees were incurred primarily for correspondence with the FTDF Committee and multiple committee calls in which the FTDF Committee participated discussing transition issues, closing the sale to Compass and the multiple appeals of the Confirmation Order and related motions to stay pending appeal.

n. March 2007.

During March 2007, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

20. USA Capital Diversified Trust Deed Fund, LLC – Committee Relation

a. Matter 20 was established to track time related to dealings with the Diversified Trust Deed Fund Committee (the “DTDF Committee”). These fees have been allocated to DTDF. As with the other matters relating to the other official committees (matters 19, 21, and 22), when fees were incurred relative to all the committees (i.e., a committee call in which all the committees participated), these fees have been allocated equally among the committees, or if less than all the committees were involved, the related fees were allocated proportionally. Thus, although the narrative description in the attached invoice for this matter reflect the total work performed, only the amount allocable to the DTDF Committee has been billed to this matter.

b. During the Application Period, the following RQN professionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
John A. Adams	Attorney (Shareholder)	\$280	0.08	\$21.00
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	1.98	\$562.87
Kevin G. Glade	Attorney (Shareholder)	\$275	16.40	\$4,510.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	112.81	\$35,528.44
Annette W. Jarvis	Attorney (Shareholder)	\$370	5.38	\$1,988.75
Douglas M. Monson	Attorney (Shareholder)	\$275	4.97	\$1,368.13
Elaine A. Monson	Attorney (Shareholder)	\$245	16.87	\$4,128.26
Elaine A. Monson	Attorney (Shareholder)	\$270	3.00	\$810.00
Mark W. Pugsley	Attorney (Shareholder)	\$250	0.13	\$31.25
Steven C. Strong	Attorney (Shareholder)	\$250	57.51	\$14,331.24
Steven C. Strong	Attorney (Shareholder)	\$285	1.23	\$349.13
Stephen C. Tingey	Attorney (Shareholder)	\$275	1.09	\$405.12
Steven T. Waterman	Attorney (Shareholder)	\$290	0.60	\$174.00

1	Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.18	\$50.75
	Benjamin J. Kotter	Attorney (Associate)	\$195	35.16	\$6,724.78
2	Richard H. Madsen, II	Attorney (Associate)	\$190	8.02	\$1,520.00
3	Angelina Tsu	Attorney (Associate)	\$195	7.27	\$1,418.62

4	TOTALS	\$271.10	272.68	\$73,922.34
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5 **c. April 2006.**

6 During April 2006, no fees were incurred by RQN professionals or paraprofessionals in
7 providing services to the Debtors in this specific matter.

8 **d. May 2006.**

9 As set forth in the invoice attached as Exhibit D-15, during May 2006 the following RQN
10 professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	6.27	\$1,960.91
Douglas M. Monson	Attorney (Shareholder)	\$275	0.12	\$34.38
Steven C. Strong	Attorney (Shareholder)	\$250	2.10	\$518.75
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.18	\$50.75
TOTALS		\$295.82	8.67	\$2,564.79

16 As set forth in greater detail in the invoice attached as Exhibit D-15, these fees were
17 incurred relative to issues arising from the appointment of multiple committees, correspondence
18 and communications with the DTDF Committee and responding to multiple requests for
19 information from the Committees.

20 **e. June 2006.**

21 As set forth in the invoice attached as Exhibit E-15, during June 2006 the following RQN
22 professionals provided services to the Debtors under this matter:

23	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
24	John A. Adams	Attorney (Shareholder)	\$280	0.08	\$21.00
25	Kevin G. Glade	Attorney (Shareholder)	\$275	14.70	\$4,042.50
26	Annette W. Jarvis	Attorney (Shareholder)	\$315	19.43	\$6,123.16
	Douglas M. Monson	Attorney (Shareholder)	\$275	4.72	\$1,299.37
27	Elaine A. Monson	Attorney (Shareholder)	\$245	6.28	\$1,537.39
	Mark W. Pugsley	Attorney (Shareholder)	\$250	0.13	\$31.25
28	Steven C. Strong	Attorney (Shareholder)	\$250	12.63	\$3,150.00

Benjamin J. Kotter	Attorney (Associate)	\$195	12.71	\$2,476.51
Angelina Tsu	Attorney (Associate)	\$195	5.32	\$1,038.37

TOTALS		\$259.47	76.00	\$19,719.55
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As set forth in greater detail in the invoice attached as Exhibit E-15, these fees were incurred relative to communications and correspondence with the DTDF Committee which included the evaluation and analysis of the various loans in the Diversified loan portfolio and discussing the enormous problems presented by these loans with the DTDF Committee. Fees were also incurred responding to various information requests and reviewing document for privacy, confidentiality and privilege prior to production.

f. July 2006.

As set forth in the invoice attached as Exhibit F-15, during July 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	14.31	\$4,512.36
Douglas M. Monson	Attorney (Shareholder)	\$275	0.13	\$34.38
Elaine A. Monson	Attorney (Shareholder)	\$245	6.18	\$1,512.87
Steven C. Strong	Attorney (Shareholder)	\$250	13.04	\$3,250.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	0.69	\$295.12
Benjamin J. Kotter	Attorney (Associate)	\$195	15.91	\$2,975.88
Richard H. Madsen II	Attorney (Associate)	\$190	6.79	\$1,287.25
Angelina Tsu	Attorney (Associate)	\$195	1.75	\$341.25

TOTALS		\$241.65	58.80	\$14,209.11
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As set forth in greater detail in the invoice attached as Exhibit F-15, these fees were incurred relative to continued communications and correspondence with the DTDF Committee and responding to requests for information about the many problems in the DTDF loan portfolio, including the Committees' Joint Information Request. Fees were also incurred relative to efforts, including the review of thousands of documents for privilege, confidentiality and privacy concerns in order to respond to the Committees' Joint Information Request as well as in preparation for and participation in multiple committee calls and informative presentations in which the DTDF Committee participated.

g. August 2006.

As set forth in the invoice attached as Exhibit G-17, during August 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	1.81	\$513.00
Kevin G. Glade	Attorney (Shareholder)	\$275	1.70	\$467.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	17.84	\$5,622.75
Elaine A. Monson	Attorney (Shareholder)	\$245	3.88	\$949.37
Steven C. Strong	Attorney (Shareholder)	\$250	7.71	\$1,925.00
Stephen C. Tingey	Attorney (Shareholder)	\$275	0.40	\$110.00
Benjamin J. Kotter	Attorney (Associate)	\$195	6.49	\$1,262.64
Richard H. Madsen II	Attorney (Associate)	\$190	1.23	\$232.75
TOTALS		\$269.92	41.06	\$11,083.01

As set forth in the invoice attached as Exhibit G-17, these fees were incurred relative to correspondence with the DTDF Committee and multiple committee calls in which the DTDF Committee participated discussing preliminary negotiations relating to the formation of a Plan and Disclosure Statement which were later endorsed by the committees and approved by the Court. Fees were also incurred in relation to many communications and conferences with the DTDF Committee about how to try and resolve some of the very complex problems present in the DTDF loan portfolio, and evaluate possible claims of DTDF against other entities and further evaluate the troubled loans in which DTDF has an interest. Substantial fees were also incurred in responding to the Committees' Joint Information and Document Request and reviewing several hundred thousand pages of the documents for privilege, privacy, and confidentiality concerns, as well as evaluating various proposals related to the electronic storage of the Debtors' documents. Fees were also incurred relative to efforts to extend the exclusivity periods and conferences with the DTDF Committee's counsel regarding the recovery of assets on the outstanding loans and other potential assets.

h. September 2006.

As set forth in the invoice attached as Exhibit H-15, during September 2006 the following RQN professionals provided services to the Debtors under this matter:

SCHWARTZER & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
 Tel: (702) 228-7590 · Fax: (702) 892-0122

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	0.17	\$49.87
Annette W. Jarvis	Attorney (Shareholder)	\$315	15.26	\$4,803.76
Elaine A. Monson	Attorney (Shareholder)	\$245	0.23	\$55.13
Steven C. Strong	Attorney (Shareholder)	\$250	6.12	\$1,525.00
Benjamin J. Kotter	Attorney (Associate)	\$195	0.05	\$9.75
Angelina Tsu	Attorney (Associate)	\$195	0.20	\$39.00
TOTALS		\$294.26	22.03	\$6,482.51

As set forth in the invoice attached as Exhibit H-15, these fees were incurred primarily for correspondence with the DTDF Committee and multiple committee calls in which the DTDF Committee participated or direct calls with the DTDF Committee discussing ongoing Plan and Disclosure Statement negotiations and negotiating the bidding procedures. Fees were also incurred in relation to several conferences and correspondence with DTDF Committee regarding DTDF's assets and potential strategies to try and collect the problem loans in its portfolio. Fees were also incurred in responding to the Committees' Joint Information and Document Request and continuing to review several hundred thousand pages of the documents for privilege, privacy, and confidentiality concerns responsive to the Committee's Joint Information and Document Request. Fees were also incurred relative to meetings with the DTDF Committee's counsel regarding the Ashby loans and documents and well as discussing other assets of USAIP and potential recoveries for the benefit of DTDF.

i. October 2006.

As set forth in the invoice attached as Exhibit I-18, during October 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	15.60	\$4,914.00
Elaine A. Monson	Attorney (Shareholder)	\$245	0.30	\$73.50
Steven C. Strong	Attorney (Shareholder)	\$250	6.63	\$1,656.25
TOTALS		\$294.88	22.53	\$6,643.75

As set forth in the invoice attached as Exhibit I-18, these fees were incurred relative to committee calls in which the DTDF Committee participated, in addition to many communications

and correspondence with the DTDF Committee's counsel discussing, among other things, strategies for recovery of the problem loans in the DTDF portfolio. Fees were also incurred evaluating and communicating with DTDF Committee's counsel regarding DTDF's assets and causes of actions, including issues related to USAIP as well as the Sheraton, Ashby, and Epic loans. Fees were also incurred relative to evaluating an offer made for DTDF's assets.

j. November 2006.

As set forth in the invoice attached as Exhibit J-19, during November 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	9.78	\$3,079.13
Steven C. Strong	Attorney (Shareholder)	\$250	0.90	\$224.99
TOTALS		\$309.37	10.68	\$3,304.12

As set forth in the invoice attached as Exhibit J-19, these fees were incurred primarily for correspondence with the DTDF Committee and numerous committee calls in which the DTDF Committee participated discussing ongoing revisions to the Plan and Disclosure Statement and ongoing efforts and analysis regarding DTDF's assets, its troubled loan portfolio and avenues for recovery against USAIP and its related entities, including the filing of involuntary bankruptcy petitions, a possible SEC receivership and litigation.

k. December 2006.

As set forth in the invoice attached as Exhibit K-18, during December 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	7.30	\$2,299.50
Steven C. Strong	Attorney (Shareholder)	\$250	4.89	\$1,212.50
Steven T. Waterman	Attorney (Shareholder)	\$290	0.60	\$174.00
TOTALS		\$288.19	12.79	\$3,686.00

As set forth in the invoice attached as Exhibit K-18, these fees were incurred primarily for correspondence with the DTDF Committee and multiple committee calls in which the DTDF Committee participated discussing ongoing Plan and Disclosure Statement issues, including but not limited to plan confirmation issues, balloting issues, competing bid and bidder qualification issues, sale hearing structure issues, and the coordination of efforts for a confirmation brief and responding to multiple objections to confirmation, and revisions to the proposed confirmation order. Fees were also incurred in relation to numerous communications with the DTDF Committee counsel about the involuntary bankruptcy petitions filed against Tree Moss and Investors VI, as well as other ongoing efforts and strategies to recover assets and preserve litigation claims for DTDF in connection with its troubled loan portfolio.

l. January 2007.

As set forth in the invoice attached as Exhibit L-19, during January 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	7.02	\$2,212.87
Steven C. Strong	Attorney (Shareholder)	\$250	3.49	\$868.75
TOTALS		\$293.21	10.51	\$3,081.62

As set forth in detail in the invoice attached as Exhibit L-19, these fees were incurred primarily for correspondence with the DTDF Committee and multiple committee calls in which the DTDF Committee participated in discussing confirmation appeal issues, post-confirmation transition issues, the litigation involving HMA Sales, LLC and S. Reale and other avenues of recovery for DTDF, including from the Tree Moss and Investors VI involuntary bankruptcy filings as well as other potential litigation against the Debtors' insiders.

m. February 2007.

As set forth in the invoice attached as Exhibit M-20, during February 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
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Annette W. Jarvis	Attorney (Shareholder)	\$370	5.38	\$1,988.75
Elaine A. Monson	Attorney (Shareholder)	\$270	3.00	\$810.00
Steven C. Strong	Attorney (Shareholder)	\$285	1.23	\$349.13

TOTALS	\$327.56	9.61	\$3,147.88
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As set forth in the invoice attached as Exhibit M-20, these fees were incurred primarily for correspondence with the DTDF Committee and multiple committee calls in which the DTDF Committee participated in discussing transition issues, closing the sale to Compass, the multiple appeals of the Confirmation Order, the related motions to stay pending appeal, and the Tree Moss and Investors VI involuntary bankruptcy petitions, and the HMA Sales/Reale litigation .

n. March 2007.

During March 2007, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

21. Unsecured Creditors Committee Relations

a. Matter 21 was established to track time related to dealings with the Unsecured Creditors Committee. These fees have been allocated to USACM. As with the other matters relating to the other official Committees (matters 19, 20, and 22), when fees were incurred relative to all the Committees (i.e., a Committee call in which all the committees participated), these fees have been allocated equally among the Committees, or if less than all the Committees were involved, the related fees were allocated proportionally. Thus, although the narrative description in the attached invoice for this matter reflect the total work performed, only the amount allocable to the Unsecured Creditors Committee has been billed to this matter.

b. During the Application Period, the following RQN professionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
John A. Adams	Attorney (Shareholder)	\$280	0.08	\$21.00
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	1.99	\$562.88
Kevin G. Glade	Attorney (Shareholder)	\$275	0.10	\$27.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	56.10	\$17,663.61
Annette W. Jarvis	Attorney (Shareholder)	\$370	5.02	\$1,859.25
Douglas M. Monson	Attorney (Shareholder)	\$275	1.57	\$433.12
Elaine A. Monson	Attorney (Shareholder)	\$245	17.96	\$4,397.74

1	Elaine A. Monson	Attorney (Shareholder)	\$270	2.30	\$621.00
	Mark W. Pugsley	Attorney (Shareholder)	\$250	0.13	\$31.25
2	Steven C. Strong	Attorney (Shareholder)	\$250	35.95	\$8,931.25
3	Steven C. Strong	Attorney (Shareholder)	\$285	2.47	\$705.37
	Stephen C. Tingey	Attorney (Shareholder)	\$275	0.77	\$212.63
4	Steven T. Waterman	Attorney (Shareholder)	\$290	0.60	\$174.00
	Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.18	\$50.75
5	Benjamin J. Kotter	Attorney (Associate)	\$195	34.37	\$6,724.72
	Richard H. Madsen, II	Attorney (Associate)	\$190	8.02	\$1,520.00
6	Angelina Tsu	Attorney (Associate)	\$195	7.27	\$1,418.63

7		TOTALS	\$259.35	174.88	\$45,354.70
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9 **c. April 2006.**

10 During June 2006, no fees were incurred by RQN professionals or paraprofessionals in
11 providing services to the Debtors in this specific matter.

12 **d. May 2006.**

13 As set forth in the invoice attached as Exhibit D-16, during May 2006 the following RQN
14 professionals provided services to the Debtors under this matter:

15	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
16	Annette W. Jarvis	Attorney (Shareholder)	\$315	7.55	\$2,370.34
	Douglas M. Monson	Attorney (Shareholder)	\$275	0.13	\$34.37
17	Steven C. Strong	Attorney (Shareholder)	\$250	2.10	\$518.75
	Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.18	\$50.75

18		TOTALS	\$298.62	9.96	\$2,974.21
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19 As set forth in greater detail in the invoice attached as Exhibit D-16, these fees were
20 incurred relative to issues arising from the appointment of multiple committees and
21 correspondence with and responding to multiple committee requests for information.

22 **e. June 2006.**

23 As set forth in the invoice attached as Exhibit E-16, during June 2006 the following RQN
24 professionals provided services to the Debtors under this matter:

25	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
26	John A. Adams	Attorney (Shareholder)	\$280	0.08	\$21.00
27	Kevin G. Glade	Attorney (Shareholder)	\$275	0.10	\$27.50
	Annette W. Jarvis	Attorney (Shareholder)	\$315	16.37	\$5,158.14
28	Douglas M. Monson	Attorney (Shareholder)	\$275	1.32	\$364.38

1	Elaine A. Monson	Attorney (Shareholder)	\$245	6.28	\$1,537.36
	Mark W. Pugsley	Attorney (Shareholder)	\$250	0.13	\$31.25
2	Steven C. Strong	Attorney (Shareholder)	\$250	9.15	\$2,275.00
	Benjamin J. Kotter	Attorney (Associate)	\$195	12.71	\$2,476.49
3	Angelina Tsu	Attorney (Associate)	\$195	5.32	\$1,038.38

4			TOTALS	\$251.25	51.46	\$12,929.50
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5
6 As set forth in greater detail in the invoice attached as Exhibit E-16, these fees were
7 incurred relative to correspondence with and responding to multiple committee requests for
8 information. Fees were also incurred reviewing documents for privacy, confidentiality and
9 privilege issues prior to production in response to committee requests.

10 **f. July 2006.**

11 As set forth in the invoice attached as Exhibit F-16, during July 2006 the following RQN
12 professionals provided services to the Debtors under this matter:

13	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
14	Annette W. Jarvis	Attorney (Shareholder)	\$315	7.94	\$2,496.39
	Douglas M. Monson	Attorney (Shareholder)	\$275	0.12	\$34.37
15	Elaine A. Monson	Attorney (Shareholder)	\$245	5.68	\$1,390.38
	Steven C. Strong	Attorney (Shareholder)	\$250	7.64	\$1,900.00
16	Stephen C. Tingey	Attorney (Shareholder)	\$275	0.77	\$212.63
	Benjamin J. Kotter	Attorney (Associate)	\$195	15.12	\$2,975.87
17	Richard H. Madsen II	Attorney (Associate)	\$190	6.79	\$1,287.25
18	Angelina Tsu	Attorney (Associate)	\$195	1.75	\$341.25

19			TOTALS	\$232.22	45.81	\$10,638.14
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20
21 As set forth in greater detail in the invoice attached as Exhibit F-16, these fees were
22 incurred relative to continued communications and correspondence with the Unsecured Creditors
23 Committee and responding to requests for information, including the Committees' Joint
24 Information and Document Request. Fees were also incurred relative to efforts, including the
25 review of thousands of documents for privilege, confidentiality and privacy concerns in order to
26 respond to the Committees' Joint Information and Document Request.

g. August 2006.

As set forth in the invoice attached as Exhibit G-19, during August 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	1.81	\$513.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	7.55	\$2,378.25
Elaine A. Monson	Attorney (Shareholder)	\$245	5.48	\$1,341.38
Steven C. Strong	Attorney (Shareholder)	\$250	6.23	\$1,550.00
Benjamin J. Kotter	Attorney (Associate)	\$195	6.49	\$1,262.61
Richard H. Madsen II	Attorney (Associate)	\$190	1.23	\$232.75
TOTALS		\$252.80	28.79	\$7,277.99

As set forth in the invoice attached as Exhibit G-19, these fees were incurred relative to correspondence with the Unsecured Creditors Committee and multiple committee calls in which the Unsecured Creditors Committee participated discussing preliminary negotiations relating to the formation of a Plan and Disclosure Statement which were later endorsed by the Committees and approved by the Court. Substantial fees were also incurred in responding to the Committees' Joint Information and Document Request and reviewing several hundred thousand pages of the documents for privilege, privacy, and confidentiality concerns. Fees were also incurred relative to efforts to extend the exclusivity periods.

h. September 2006.

As set forth in the invoice attached as Exhibit H-16, during September 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	0.18	\$49.88
Annette W. Jarvis	Attorney (Shareholder)	\$315	4.24	\$1,338.74
Elaine A. Monson	Attorney (Shareholder)	\$245	0.22	\$55.12
Steven C. Strong	Attorney (Shareholder)	\$250	3.52	\$875.00
Benjamin J. Kotter	Attorney (Associate)	\$195	0.05	\$9.75
Angelina Tsu	Attorney (Associate)	\$195	0.20	\$39.00
TOTALS		\$281.51	8.41	\$2,367.49

As set forth in the invoice attached as Exhibit H-16, these fees were incurred primarily for correspondence with the Unsecured Creditors Committee and multiple committee calls in which the Unsecured Creditors Committee participated discussing ongoing Plan and Disclosure Statement negotiations and negotiating the bidding procedures. Fees were also incurred in responding to the Committees' Joint Information and Document Request and continuing to review several hundred thousand pages of the documents for privilege, privacy, and confidentiality concerns responsive to the Committee's Joint Information and Document Request.

i. October 2006.

As set forth in the invoice attached as Exhibit I-13, during October 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	2.85	\$897.75
Elaine A. Monson	Attorney (Shareholder)	\$245	0.30	\$73.50
Steven C. Strong	Attorney (Shareholder)	\$250	0.43	\$106.25
TOTALS		\$300.98	3.58	\$1,077.50

As set forth in the invoice attached as Exhibit I-13, these fees were incurred relative to committee calls in which the Unsecured Creditors Committee participated, discussing, among other things, negotiations related to the Asset Purchase Agreement, the plan and disclosure statement, various issues related to USAIP, and potential claims and courses of action against USAIP.

j. November 2006.

As set forth in the invoice attached as Exhibit J-14, during November 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	2.67	\$842.62
Steven C. Strong	Attorney (Shareholder)	\$250	0.91	\$225.00
TOTALS		\$298.22	3.58	\$1,067.62

As set forth in the invoice attached as Exhibit J-14, these fees were incurred primarily for correspondence with the Unsecured Creditors Committee and multiple committee calls in which the Unsecured Creditors Committee participated discussing ongoing revisions to the Plan and Disclosure Statement and related Plan issues.

k. December 2006.

As set forth in the invoice attached as Exhibit K-13, during December 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	2.80	\$882.00
Steven C. Strong	Attorney (Shareholder)	\$250	3.89	\$962.50
Steven T. Waterman	Attorney (Shareholder)	\$290	0.60	\$174.00
TOTALS		\$276.89	7.29	\$2,018.50

As set forth in the invoice attached as Exhibit K-13, these fees were incurred primarily for correspondence with the Unsecured Creditors Committee and multiple committee calls in which the Unsecured Creditors Committee participated discussing ongoing Plan and Disclosure Statement issues, including but not limited to plan confirmation issues, balloting issues, competing bid and bidder qualification issues, sale hearing structure issues and coordination of efforts for a confirmation brief and responding to multiple objections to confirmation, and revisions to the proposed confirmation order. Fees were also incurred relative to continued analysis of USAIP issues.

l. January 2007.

As set forth in the invoice attached as Exhibit L-14, during January 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	4.13	\$1,299.38
Steven C. Strong	Attorney (Shareholder)	\$250	2.08	\$518.75
TOTALS		\$292.77	6.21	\$1,818.13

As set forth in detail in the invoice attached as Exhibit L-14, these fees were incurred primarily for correspondence with the Unsecured Creditors Committee and multiple committee calls in which the Unsecured Creditors Committee participated discussing post-confirmation transition issues, closing the sale to Compass and responding to multiple appeals of the Confirmation Order and related motions to stay pending appeal. Fees were also incurred relative to transition issues.

m. February 2007.

As set forth in the invoice attached as Exhibit M-15, during February 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	5.02	\$1,859.25
Elaine A. Monson	Attorney (Shareholder)	\$270	2.30	\$621.00
Steven C. Strong	Attorney (Shareholder)	\$285	2.47	\$705.37
TOTALS		\$325.40	9.79	\$3,185.62

As set forth in the billing invoice attached as Exhibit M-16, these fees were incurred primarily for correspondence with the Unsecured Creditors Committee and multiple committee calls in which the Unsecured Creditors Committee participated discussing transition issues, closing the sale to Compass and the multiple appeals of the Confirmation Order and related motions to stay pending appeal. Fees were also incurred meeting with and corresponding with the Unsecured Creditors Committee regarding the Colt loans and post-effective date transition issues.

n. March 2007.

During March 2007, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

22. Executory Contracts Committee Relations

a. Matter 22 was established to track time related to dealings with the Executory Contracts Committee. These fees have been allocated to USACM. As with the other previous matters relating to the other official Committees (matters 19, 20, and 21), when fees were incurred relative to all the committees (i.e., a Committee call in which all the Committees

participated), these fees have been allocated equally among the Committees, or if less than all the Committees were involved, the related fees were allocated proportionally. Thus, although the narrative description in the attached billing invoice for this matter reflect the total work performed, only the amount allocable to the Executory Contracts Committee has been billed to this matter.

b. During the Application Period, the following RQN professionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
John A. Adams	Attorney (Shareholder)	\$280	0.08	\$21.00
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	1.97	\$562.88
Kevin G. Glade	Attorney (Shareholder)	\$275	0.10	\$27.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	55.55	\$17,506.10
Annette W. Jarvis	Attorney (Shareholder)	\$370	1.97	\$730.75
Douglas M. Monson	Attorney (Shareholder)	\$275	1.57	\$433.13
Elaine A. Monson	Attorney (Shareholder)	\$245	35.93	\$8,807.74
Mark W. Pugsley	Attorney (Shareholder)	\$250	0.13	\$31.25
Steven C. Strong	Attorney (Shareholder)	\$250	73.29	\$18,306.25
Steven C. Strong	Attorney (Shareholder)	\$285	2.47	\$705.37
Stephen C. Tingey	Attorney (Shareholder)	\$275	0.77	\$212.63
Steven T. Waterman	Attorney (Shareholder)	\$290	0.60	\$174.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.18	\$50.75
Benjamin J. Kotter	Attorney (Associate)	\$195	35.44	\$6,978.22
Richard H. Madsen, II	Attorney (Associate)	\$190	8.02	\$1,520.00
Angelina Tsu	Attorney (Associate)	\$195	7.28	\$1,418.63
TOTALS		\$255.10	225.35	\$57,486.20

c. **April 2006.**

During April 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

d. **May 2006.**

As set forth in the billing invoice attached as Exhibit D-17, during May 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	6.47	\$2,055.33
Douglas M. Monson	Attorney (Shareholder)	\$275	0.12	\$34.38
Steven C. Strong	Attorney (Shareholder)	\$250	2.60	\$643.75
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.18	\$50.75

TOTALS	\$297.14	9.37	\$2,784.21
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As set forth in greater detail in the invoice attached as Exhibit D-17, these fees were incurred relative to issues arising from the appointment of multiple committees and correspondence with and responding to multiple committee requests for information.

e. June 2006.

As set forth in the invoice attached as Exhibit E-17, during June 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
John A. Adams	Attorney (Shareholder)	\$280	0.08	\$21.00
Kevin G. Glade	Attorney (Shareholder)	\$275	0.10	\$27.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	18.68	\$5,882.64
Douglas M. Monson	Attorney (Shareholder)	\$275	1.33	\$364.38
Elaine A. Monson	Attorney (Shareholder)	\$245	20.06	\$4,918.36
Mark W. Pugsley	Attorney (Shareholder)	\$250	0.13	\$31.25
Steven C. Strong	Attorney (Shareholder)	\$250	47.41	\$11,850.00
Benjamin J. Kotter	Attorney (Associate)	\$195	13.99	\$2,729.99
Angelina Tsu	Attorney (Associate)	\$195	5.33	\$1,038.38

TOTALS	\$250.80	107.11	\$26,863.50
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As set forth in greater detail in the invoice attached as Exhibit E-17, these fees were incurred relative to correspondence with and responding to multiple committee requests for information, legal research and drafting related committee composition issues and negotiation and drafting of confidentiality agreement and Joint Information Protocol Motion. Fees were also incurred relative to efforts, including the review of documents for privilege, privacy and/or confidentiality, in order to respond to various document requests.

f. July 2006.

As set forth in the invoice attached as Exhibit F-17, during July 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	11.19	\$3,520.14
Douglas M. Monson	Attorney (Shareholder)	\$285	0.12	\$34.37

1	Elaine A. Monson	Attorney (Shareholder)	\$245	10.58	\$2,590.88
	Steven C. Strong	Attorney (Shareholder)	\$250	8.54	\$2,125.00
2	Stephen C. Tingey	Attorney (Shareholder)	\$275	0.77	\$212.63
	Benjamin J. Kotter	Attorney (Associate)	\$195	14.94	\$2,975.87
3	Richard H. Madsen II	Attorney (Associate)	\$190	6.79	\$1,287.25
4	Angelina Tsu	Attorney (Associate)	\$195	1.75	\$341.25

5		TOTALS	\$239.35	54.68	\$13,087.39
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6 As set forth in greater detail in the invoice attached as Exhibit F-17, these fees were
7 incurred relative to correspondence with the Executory Contracts Committee and responding to
8 multiple committee requests for information, preparation for and participation in multiple
9 committee calls and presentations in which the Executory Contracts Committee participated;
10 negotiation and drafting of confidentiality and privacy agreement in response to the Committees'
11 Joint Information and Document Request. Fees were also incurred relative to efforts, including
12 the review of documents for privilege, privacy and/or confidentiality, in order to respond to the
13 Committees' Joint Information and Document Request.

14 **f. August 2006.**

15 As set forth in the invoice attached as Exhibit G-20, during August 2006 the following
16 RQN professionals provided services to the Debtors under this matter:

17	<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
18	Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	1.79	\$513.00
19	Annette W. Jarvis	Attorney (Shareholder)	\$315	6.07	\$1,905.75
	Elaine A. Monson	Attorney (Shareholder)	\$245	4.77	\$1,169.88
20	Steven C. Strong	Attorney (Shareholder)	\$250	5.13	\$1,275.00
	Benjamin J. Kotter	Attorney (Associate)	\$195	6.46	\$1,262.61
21	Richard H. Madsen II	Attorney (Associate)	\$190	1.23	\$232.75

22		TOTALS	\$249.86	25.45	\$6,358.99
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23
24 As set forth in the invoice attached as Exhibit G-20, these fees were incurred relative to
25 correspondence with the Executory Contracts Committee and multiple Committee calls in which
26 the Executory Contracts Committee participated discussing preliminary negotiations relating to
27 the formulation of a Plan and Disclosure Statement which were later endorsed by the Committees
28 and approved by the Court. Substantial fees were also incurred in responding to the Committees'

Joint Information and Document Request and reviewing several hundred thousand pages of the documents for privilege, privacy, and confidentiality concerns responsive to the Committee's Joint Information and Document Request. Fees were also incurred relative to efforts to extend the exclusivity periods.

g. September 2006.

As set forth in the invoice attached as Exhibit H-17, during September 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	0.18	\$49.88
Annette W. Jarvis	Attorney (Shareholder)	\$315	3.34	\$1,055.24
Elaine A. Monson	Attorney (Shareholder)	\$245	0.22	\$55.12
Steven C. Strong	Attorney (Shareholder)	\$250	2.42	\$600.00
Benjamin J. Kotter	Attorney (Associate)	\$195	0.05	\$9.75
Angelina Tsu	Attorney (Associate)	\$195	0.20	\$39.00
TOTALS		\$282.21	6.41	\$1,808.99

As set forth in the invoice attached as Exhibit H-17, these fees were incurred primarily for correspondence with the Executory Contracts Committee and multiple committee calls in which the Executory Contracts Committee participated discussing ongoing Plan and Disclosure Statement negotiations and negotiating the bidding procedures. Fees were also incurred in responding to the Committees' Joint Information and Document Request and continuing to review several hundred thousand pages of the documents for privilege, privacy, and confidentiality concerns responsive to the Committee's Joint Information and Document Request.

h. October 2006.

As set forth in the invoice attached as Exhibit I-14, during October 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.75	\$236.25
Elaine A. Monson	Attorney (Shareholder)	\$245	0.30	\$73.50
Steven C. Strong	Attorney (Shareholder)	\$250	0.42	\$106.25
TOTALS		\$282.99	1.47	\$416.00

As set forth in the invoice attached as Exhibit I-14, these fees were incurred relative to committee calls in which the Executory Contracts Committee participated, discussing, among other things, negotiations related to the Asset Purchase Agreement.

i. November 2006.

As set forth in the invoice attached as Exhibit J-15, during November 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	2.67	\$842.62
Steven C. Strong	Attorney (Shareholder)	\$250	0.90	\$225.00
TOTALS		\$299.05	3.57	\$1,067.62

As set forth in the invoice attached as Exhibit J-15, these fees were incurred primarily for correspondence with the Executory Contracts Committee and multiple committee calls in which the Executory Contracts Committee participated discussing ongoing Plan and Disclosure Statement issues.

j. December 2006.

As set forth in the invoice attached as Exhibit K-14, during December 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	3.60	\$1,134.00
Steven C. Strong	Attorney (Shareholder)	\$250	3.81	\$962.50
Steven T. Waterman	Attorney (Shareholder)	\$290	0.60	\$174.00
TOTALS		\$283.46	8.01	\$2,270.50

As set forth in the invoice attached as Exhibit K-14, these fees were incurred primarily for correspondence with the Executory Contracts Committee and multiple committee calls in which the Executory Contracts Committee participated discussing ongoing Plan and Disclosure Statement issues, including but not limited to plan confirmation issues, balloting issues, competing bid and bidder qualification issues, and coordination of efforts for a confirmation brief and

responding to multiple objections to confirmation, and revisions to the proposed confirmation order.

k. January 2007.

As set forth in the invoice attached as Exhibit L-15, during January 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	2.78	\$874.13
Steven C. Strong	Attorney (Shareholder)	\$250	2.06	\$518.75
TOTALS		\$287.79	4.84	\$1,392.88

As set forth in detail in the invoice attached as Exhibit L-15, these fees were incurred primarily for correspondence with the Executory Contracts Committee and multiple committee calls in which the Executory Contracts Committee participated discussing post-confirmation transition issues, closing the sale to Compass and responding to multiple appeals of the Confirmation Order and related motions to stay pending appeal.

l. February 2007.

As set forth in the invoice attached as Exhibit M-16, during February 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	1.97	730.75
Steven C. Strong	Attorney (Shareholder)	\$285	2.47	705.37
TOTALS		\$323.45	4.44	\$1,436.12

As set forth in the invoice attached as Exhibit M-16, these fees were incurred primarily for correspondence with the Executory Contracts Committee and multiple committee calls in which the Executory Contracts Committee participated discussing transition issues, closing the sale to Compass and the multiple appeals of the Confirmation Order and related motions to say pending appeal.

m. **March 2007.**

During March 2007, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

23. **USA Capital Realty Advisors, LLC**

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.13	\$44.09
Elaine A. Monson	Attorney (Shareholder)	\$245	0.07	\$15.93
Steven C. Strong	Attorney (Shareholder)	\$250	1.27	\$306.25
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.48	\$126.15
Carrie Hurst	Paralegal	\$120	0.31	\$34.20
TOTALS		\$233.02	2.26	\$526.62

b. **April 2006.**

As set forth in the invoice attached as Exhibit C-10, during April 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Elaine A. Monson	Attorney (Shareholder)	\$245	0.07	\$15.93
Steven C. Strong	Attorney (Shareholder)	\$250	0.09	\$21.25
TOTALS		\$232.38	0.16	\$37.18

As set forth in greater detail in the invoice attached as Exhibit C-10, these fees were incurred relative to the preparation of USA Realty's statements and schedules.

c. **May 2006.**

As set forth in the invoice attached as Exhibit D-18, during May 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven C. Strong	Attorney (Shareholder)	\$250	0.06	\$11.25
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.07	\$17.40

TOTALS \$220.39 0.13 \$28.65

As set forth in greater detail in the invoice attached as Exhibit D-18, these fees were incurred relative to the preparation of USA Realty's statements and schedules.

d. June 2006.

As set forth in the billing invoice attached as Exhibit E-18, during June 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.13	\$44.09
Steven C. Strong	Attorney (Shareholder)	\$250	1.12	\$273.75
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.41	\$108.75
Carrie Hurst	Paralegal	\$120	0.31	\$34.20
<hr/>				
TOTALS \$233.90 1.97 \$460.79				

As set forth in greater detail in the invoice attached as Exhibit E-18, these fees were incurred relative to the preparation of USA Realty's statements and schedules.

e. July 2006 through March 2007.

During July 2006 through March 2007, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

24. USA Securities, LLC

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.15	\$44.11
Elaine A. Monson	Attorney (Shareholder)	\$245	0.06	\$15.92
Steven C. Strong	Attorney (Shareholder)	\$250	1.77	\$431.25
Brent D. Wride	Attorney (Shareholder)	\$270	1.90	\$513.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.48	\$126.15
Carrie Hurst	Paralegal	\$120	0.31	\$34.20
<hr/>				
TOTALS \$249.39 4.67 \$1,164.63				

b. April 2006.

As set forth in the billing invoice attached as Exhibit C-11, during April 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Elaine A. Monson	Attorney (Shareholder)	\$245	0.06	\$15.92
Steven C. Strong	Attorney (Shareholder)	\$250	0.09	\$21.25
TOTALS		\$247.80	0.15	\$37.17

As set forth in greater detail in the invoice attached as Exhibit C-11, these fees were incurred relative to the preparation of USA Securities' statements and schedules.

c. May 2006.

As set forth in the invoice attached as Exhibit D-19, during May 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven C. Strong	Attorney (Shareholder)	\$250	0.06	\$11.25
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.07	\$17.40
TOTALS		\$220.38	0.13	\$28.65

As set forth in greater detail in the billing records attached as Exhibit D-19, these fees were incurred relative to the preparation of USA Securities' statements and schedules.

d. June 2006.

As set forth in the invoice attached as Exhibit E-19, during June 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.15	\$44.11
Steven C. Strong	Attorney (Shareholder)	\$250	1.12	\$273.75
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.41	\$108.75
Carrie Hurst	Paralegal	\$120	0.31	\$34.20
TOTALS		\$231.56	1.99	\$460.81

As set forth in greater detail in the attached as Exhibit E-19, these fees were incurred relative to the preparation of USA Securities' statement and schedules.

e. July 2006.

During July 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

f. August 2006.

During August 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

g. September 2006.

As set forth in the invoice attached as Exhibit H-18, during September 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven C. Strong	Attorney (Shareholder)	\$250	0.50	\$125.00
Brent D. Wride	Attorney (Shareholder)	\$270	1.90	\$513.00
TOTALS		<u>\$265.83</u>	<u>2.40</u>	<u>\$638.00</u>

As set forth in greater detail in the invoice attached as Exhibit H-18, these fees were incurred relative to issues involving the D & O policy of the USA Securities.

h. October 2006 through March 2007.

During October 2006 through March 2007, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

25. USA Capital First Trust Deed Fund, LLC – Case Administration

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	3.80	\$931.00
Kelly J. Applegate	Attorney (Shareholder)	\$275	4.70	\$1,292.50
Narrvel E. Hall	Attorney (Shareholder)	\$320	0.50	\$160.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	100.70	\$31,713.15
Annette W. Jarvis	Attorney (Shareholder)	\$370	0.70	\$259.00
Elaine A. Monson	Attorney (Shareholder)	\$245	23.99	\$5,878.37

1	Steven C. Strong	Attorney (Shareholder)	\$250	77.13	\$19,279.18
	Steven C. Strong	Attorney (Shareholder)	\$285	4.70	\$1,339.50
2	R. Gary Winger	Attorney (Shareholder)	\$265	0.80	\$212.00
3	Peggy Hunt	Attorney (Of Counsel)	\$250	61.74	\$15,433.34
	Peggy Hunt	Attorney (Of Counsel)	\$285	0.20	\$57.00
4	Lon A. Jenkins	Attorney (Of Counsel)	\$290	1.74	\$504.60
	Scott A. Cummings	Attorney (Associate)	\$170	0.30	\$51.00
5	Scott A. Cummings	Attorney (Associate)	\$185	0.40	\$74.00
	Benjamin J. Kotter	Attorney (Associate)	\$195	8.00	\$1,560.00
6	Benjamin J. Kotter	Attorney (Associate)	\$205	1.80	\$369.00
7	Christopher N. Nelson	Attorney (Associate)	\$200	0.40	\$80.00
	Carrie Hurst	Paralegal	\$120	1.97	\$236.80

	TOTALS	\$270.57	293.57	\$79,430.44
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b. April 2006.

As set forth in the invoice attached as Exhibit C-12, during April 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
13 Elaine A. Monson	Attorney (Shareholder)	\$245	0.26	\$63.70
14 Steven C. Strong	Attorney (Shareholder)	\$250	0.34	\$85.00
15				
16	TOTALS	\$247.83	0.60	\$148.70

As set forth in greater detail in the invoice attached as Exhibit C-12, these fees were incurred relative to the preparation of FTDF's statements and schedules.

c. May 2006.

As set forth in the invoice attached as Exhibit D-20, during May 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
23 Steven C. Strong	Attorney (Shareholder)	\$250	0.18	\$45.00
24 Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.24	\$69.60
25				
26	TOTALS	\$272.86	0.42	\$114.60

As set forth in greater detail in the invoice attached as Exhibit D-20, these fees were incurred relative to the preparation of FTDF's statements and schedules.

d. June 2006.

As set forth in the invoice attached as Exhibit E-20, during June 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette S. Jarvis	Attorney (Shareholder)	\$315	0.56	\$176.40
Steven C. Strong	Attorney (Shareholder)	\$250	4.38	\$1,095.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	1.50	\$435.00
Carrie Hurst	Paralegal	\$120	1.14	\$136.80
TOTALS		\$243.17	7.58	\$1,843.20

As set forth in greater detail in the invoice attached as Exhibit E-20, these fees were incurred relative to the preparation of FTDF's statements and schedules.

e. July 2006.

During July 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

f. August 2006.

As set forth in the invoice attached as Exhibit G-16, during August 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$245	3.80	\$931.00
Narrvel E. Hall	Attorney (Shareholder)	\$320	0.50	\$160.00
Annette W. Jarvis	Attorney (Shareholder)	\$315	36.74	\$11,571.00
Elaine A. Monson	Attorney (Shareholder)	\$245	0.60	\$147.00
Steven C. Strong	Attorney (Shareholder)	\$250	21.91	\$5,475.01
R. Gary Winger	Attorney (Shareholder)	\$265	0.80	\$212.00
Peggy Hunt	Attorney (Of Counsel)	\$250	37.02	\$9,250.02
Benjamin J. Kotter	Attorney (Associate)	\$195	6.50	\$1,267.50
Christopher N. Nelson	Attorney (Associate)	\$200	0.40	\$80.00
Carrie Hurst	Paralegal	\$120	0.83	\$100.00
TOTALS		\$267.59	109.10	\$29,193.53

As set forth in greater detail in the invoice attached as Exhibit G-16¹⁴, these services included analyzing plan and disclosure statement issues, negotiating with the Committees and the lead bidder over the form and content of the Plan and Disclosure Statement, preparing and revising drafts of the Plan and Disclosure Statement, and work on obtaining extensions of the plan exclusivity periods in the Debtors' cases. The other work performed on behalf of FTDF billed to this matter during this month primarily consisted of analysis of and advice concerning the FTDF operating agreement and related issues concerning distributions to the FTDF members.

g. September 2006.

As set forth in the invoice attached as Exhibit H-19, during September 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	59.20	\$18,642.75
Elaine A. Monson	Attorney (Shareholder)	\$245	23.13	\$5,667.67
Steven C. Strong	Attorney (Shareholder)	\$250	36.92	\$9,229.17
Peggy Hunt	Attorney (Of Counsel)	\$250	23.12	\$5,783.32
Benjamin J. Kotter	Attorney (Associate)	\$195	0.30	\$58.50
TOTALS		\$276.03	142.67	\$39,381.41

As set forth in greater detail in the invoice attached as Exhibit H-19, these services included work on the Plan and Disclosure Statement (allocated equally among USACM (matter 12), DTDF (matter 26) and FTDF (this matter)), work on Compass sale process (allocated evenly among USACM (matter 3) and FTDF (this matter)), as well as other work performed on behalf of FTDF. The "Asset Disposition" work billed to this matter included negotiating a term sheet with the initial lead bidder, Silver Point, respecting its proposed purchase of assets of FTDF and USACM, preparing bid procedures and a motion for approval of same to facilitate an auction process structured around the Silver Point bid, and providing legal support to the Debtors in connection with Silver Point's due diligence efforts and the ultimate negotiation and

¹⁴ As explained previously, up to October 2006, billing entries related to the Plan and Disclosure Statement were duplicated into three matters – one for each Debtor (USACM – 12, FTDF – 25, and DTDF – 26) with 1/3 of the time

documentation of a definitive asset purchase agreement with Silver Point (which became the basis for the Plan, subject to higher and better offers pursuant to the auction). The Plan and Disclosure Statement work included continuing to analyze plan and disclosure statement issues, continuing to develop and negotiate with the committees and the lead bidder on the structure and content of a plan, and preparing and revising drafts of the Plan and Disclosure Statement. A minimal amount of other work was performed on behalf of FTDF and billed to this matter this month, including responding (in order to protect confidentiality) to a motion by the FTDF Committee to obtain confidential FTDF member information.

h. October 2006.

As set forth in the invoice attached as Exhibit I-17, during October 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	1.80	\$567.00
Steven C. Strong	Attorney (Shareholder)	\$250	0.50	\$125.00
Peggy Hunt	Attorney (Of Counsel)	\$250	1.60	\$400.00
Benjamin J. Kotter	Attorney (Associate)	\$195	1.20	\$234.00
TOTALS		\$260.00	5.10	\$1,326.00

As set forth in greater detail in the invoice attached as Exhibit I-17, these services¹⁵ including corresponding with the FTDF Committee concerning plan issues, and reviewing and advising concerning distributions to FTDF members and related holdbacks.

i. November 2006.

As set forth in the invoice attached as Exhibit J-18, during November 2006 the following RQN professionals provided services to the Debtors under this matter:

being billed to each Debtor. Beginning in October 2006, all Plan and Disclosure Statement related billings were reflected on matter 12 with the total being allocated equally to USACM, FTDF and DTDF. 15 Beginning in this month, and for the remaining months covered by this Final Fee Application, Ray Quinney no longer copied into this matter all of the task descriptions from matter 3 (Asset Disposition) and matter 12 (Plan and Disclosure Statement). Rather, as explained previously, beginning in this month, the invoice for this matter reflects only the minimal FTDF Case Administration tasks that were billed directly to FTDF, while the amounts for Plan and

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.30	\$94.50
Steven C. Strong	Attorney (Shareholder)	\$250	3.10	\$775.00
Scott A. Cummings	Attorney (Associate)	\$170	0.30	\$51.00
TOTALS		\$248.78	3.70	\$920.50

As set forth in greater detail in the invoice attached as Exhibit J-18, these services included analysis and communications regarding certain tax and accounting issues raised by the FTDF Committee concerning the valuation of FTDF's assets, and analysis of the PBGC's claims against FTDF.

j. December 2006.

As set forth in the invoice attached as Exhibit K-17, during December 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	0.40	\$126.00
Steven C. Strong	Attorney (Shareholder)	\$250	1.70	\$425.00
TOTALS		\$262.38	2.10	\$551.00

As set forth in greater detail in the billing records attached as Exhibit K-17, these services included continued legal support to FTDF regarding tax and accounting issues, communications with the FTDF Committee regarding proofs of claim against FTDF, and other communications with the FTDF Committee.

k. January 2007.

As set forth in the invoice attached as Exhibit L-18, during January 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	1.70	\$535.50
Steven C. Strong	Attorney (Shareholder)	\$250	8.10	\$2,025.00

Disclosure Statement (matter 12) and Asset Disposition (i.e., the Compass sale process) were simply allocated to FTDF without repeating the task entries into this matter.

TOTALS \$261.28 9.80 \$2,560.50

As set forth in greater detail in the billing records attached as Exhibit L-18, these services included analysis and advice concerning requested transfers of membership interests in FTDF, analysis of issues concerning potential recovery and distributions to FTDF members, and responding to questions raised by FTDF members about claims procedures.

I. February 2007.

As set forth in the invoice attached as Exhibit M-19, during February 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven C. Strong	Attorney (Shareholder)	\$285	3.10	\$883.50
Peggy Hunt	Attorney (Of Counsel)	\$285	0.20	\$57.00
Scott A. Cummings	Attorney (Associate)	\$185	0.40	\$74.00
TOTALS		\$274.19	3.70	\$1,014.50

As set forth in greater detail in the billing records attached as Exhibit M-19, these services included coordinated efforts with the FTDF Committee concerning objections and orders regarding proofs of claim against and proofs of interest in FTDF, and responding to tax return issues raised by the FTDF Committee.

m. March 2007.

As set forth in the invoice attached as Exhibit N-14, during March 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kelly J. Applegate	Attorney (Shareholder)	\$275	4.70	\$1,292.50
Annette W. Jarvis	Attorney (Shareholder)	\$370	0.70	\$259.00
Steven C. Strong	Attorney (Shareholder)	\$285	1.60	\$456.00
Benjamin J. Kotter	Attorney (Associate)	\$205	1.80	\$369.00
TOTALS		\$270.06	8.80	\$2,376.50

As set forth in greater detail in the invoice attached as Exhibit N-14, the services included primarily continued analysis and advice concerning issues raised by the FTDF Committee concerning the tax return of FTDF.

26. USA Capital Diversified Trust Deed Fund, LLC – Case Administration

a. During the Application Period, the following RQN professionals and paraprofessionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	0.95	\$270.75
Kevin G. Glade	Attorney (Shareholder)	\$285	5.10	\$1,453.50
Annette W. Jarvis	Attorney (Shareholder)	\$315	85.13	\$26,814.90
Annette W. Jarvis	Attorney (Shareholder)	\$370	51.10	\$18,907.00
Douglas M. Monson	Attorney (Shareholder)	\$275	0.40	\$110.00
Douglas M. Monson	Attorney (Shareholder)	\$285	0.30	\$85.50
Elaine A. Monson	Attorney (Shareholder)	\$245	5.49	\$1,345.87
Elaine A. Monson	Attorney (Shareholder)	\$270	6.70	\$1,809.00
Steven C. Strong	Attorney (Shareholder)	\$250	52.58	\$13,141.68
Steven C. Strong	Attorney (Shareholder)	\$285	4.70	\$1,339.50
Stephen C. Tingey	Attorney (Shareholder)	\$275	0.60	\$165.00
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	1.20	\$324.00
Peggy Hunt	Attorney (Of Counsel)	\$250	60.14	\$15,033.34
Lon A. Jenkins	Attorney (Of Counsel)	\$290	1.74	\$504.60
Benjamin J. Kotter	Attorney (Associate)	\$195	2.60	\$507.00
Benjamin J. Kotter	Attorney (Associate)	\$205	1.20	\$246.00
Richard H. Madsen II	Attorney (Associate)	\$190	3.30	\$627.00
Carrie Hurst	Paralegal	\$120	1.97	\$236.80
Carrie Hurst	Paralegal	\$130	1.20	\$156.00
Lorri Okerlund	Paralegal	\$130	10.80	\$1,404.00
TOTALS		\$284.26	297.20	\$84,481.44

b. April 2006.

As set forth in the invoice attached as Exhibit C-13, during April 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Elaine A. Monson	Attorney (Shareholder)	\$245	0.26	\$63.70
Steven C. Strong	Attorney (Shareholder)	\$250	0.34	\$85.00
TOTALS		\$247.83	0.60	\$148.70

As set forth in greater detail in the invoice attached as Exhibit C-13, these fees were incurred relative to the preparation of DTDF's statements and schedules.

c. May 2006.

As set forth in the invoice attached as Exhibit D-21, during May 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven C. Strong	Attorney (Shareholder)	\$250	0.18	\$45.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	0.24	\$69.60
TOTALS		\$272.86	0.42	\$114.60

As set forth in greater detail in the invoice attached as Exhibit D-21, these fees were incurred relative to the preparation of DTDF's statements and schedules.

d. June 2006.

As set forth in the invoice attached as Exhibit E-21, during June 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette S. Jarvis	Attorney (Shareholder)	\$315	0.56	\$176.40
Steven C. Strong	Attorney (Shareholder)	\$250	4.38	\$1,095.00
Lon A. Jenkins	Attorney (Of Counsel)	\$290	1.50	\$435.00
Carrie Hurst	Paralegal	\$120	1.14	\$136.80
TOTALS		\$243.17	7.58	\$1,843.20

As set forth in greater detail in the invoice attached as Exhibit E-21, these fees were incurred relative to the preparation of DTDF's statements and schedules.

e. July 2006.

During July 2006, no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

a. August 2006.

As set forth in the invoice attached as Exhibit G-18, during August 2006 the following RQN professionals and paraprofessionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	38.63	\$12,169.50
Elaine A. Monson	Attorney (Shareholder)	\$245	0.40	\$98.00
Steven C. Strong	Attorney (Shareholder)	\$250	19.11	\$4,775.01
Stephen C. Tingey	Attorney (Shareholder)	\$275	0.60	\$165.00
Ellen J.D. Toscano	Attorney (Shareholder)	\$270	1.20	\$324.00
Peggy Hunt	Attorney (Of Counsel)	\$250	37.02	\$9,250.02
Benjamin J. Kotter	Attorney (Associate)	\$195	1.40	\$273.00
Richard H. Madsen	Attorney (Associate)	\$190	3.30	\$627.00
Carrie Hurst	Paralegal	\$120	0.83	\$100.00
TOTALS		\$271.07	102.49	\$27,781.53

As set forth in greater detail in the billing records attached as Exhibit G-18, these services included: (1) conferences with counsel for Milanowski/USAIP regarding DTDF's security interest in USAIP equity; (2) follow up on title report requests related to the Epic property; (3) review and analyze DTDF operating agreement; (4) revisions to Epic acknowledgment and correspondence to counsel for the DTDF Committee regarding same; (5) research in connection with the Prospect High Income Fund v. DTDF litigation and communications with counsel for the DTDF Committee regarding same; (6) numerous conferences with counsel for DTDF Committee regarding DTDF/USAIP issues and the complex problem presented by the DTDF's loan portfolio; and (7) analysis of various plan and disclosure statement¹⁶ issues and efforts to extend exclusivity.

b. September 2006.

As set forth in the invoice attached as Exhibit H-20, during September 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Allan T. Brinkerhoff	Attorney (Shareholder)	\$285	0.95	\$270.75
Annette W. Jarvis	Attorney (Shareholder)	\$315	30.54	\$9,618.00
Elaine A. Monson	Attorney (Shareholder)	\$245	4.83	\$1,184.17
Steven C. Strong	Attorney (Shareholder)	\$250	12.17	\$3,041.67
Peggy Hunt	Attorney (Of Counsel)	\$250	23.12	\$5,783.32
Benjamin J. Kotter	Attorney (Associate)	\$195	0.30	\$58.50

¹⁶ As explained previously, plan and disclosure statement work was allocated equally between USACM, FTDF and DTDF.

TOTALS	\$277.52	71.91	\$19,956.41
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As set forth in greater detail in the invoice attached as Exhibit H-20, these services included: (1) many conferences with counsel for the DTDF Committee and client regarding USAIP issues, the collection of DTDF's troubled loans and security on the loans including the Sheraton loan and Marquis loan; (2) correspondence and telephone conference with C. Cunningham regarding distributions to DTDF; (3) correspondence on the Epic property; and (4) continuing to negotiate with the Committees and the lead bidder on the structure and content of a Plan.

c. October 2006.

As set forth in the invoice attached as Exhibit I-19, during October 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	3.60	\$1,134.00
Steven C. Strong	Attorney (Shareholder)	\$250	3.30	\$825.00
TOTALS		\$283.91	6.90	\$1,959.00

As set forth in greater detail in the billings records attached as Exhibit I-19, the following services were rendered by the RQN professionals during this month: (1) multiple conferences and correspondence with counsel for the DTDF Committee regarding issues involving the troubled loans in which the DTDF was heavily invested and the collection strategies in connection with those loans; (2) conferences with client and analyze terms of proposed purchase of the DTDF assets, and exchange correspondence with counsel for the DTDF Committee regarding same; (3) correspondence and conferences with client regarding issues relating to the Sheraton loan, the Hotel Zosa and the various options for dealing with USAIP.

d. November 2006.

As set forth in the invoice attached as Exhibit J-20, during November 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	1.00	\$315.00
Steven C. Strong	Attorney (Shareholder)	\$250	12.70	\$3,175.00
TOTALS		\$254.74	13.70	\$3,490.00

As set forth in greater detail in the billings records attached as Exhibit I-20, these services included: (1) conferences with counsel for the DTDF Committee regarding further revisions to the Disclosure Statement and work on proposed revisions to the language in the Disclosure Statement; (2) numerous conferences with counsel for the DTDF Committee and correspondence with Committee regarding possible involuntary bankruptcy petitions against Investors VI and Tree Moss, and SEC receivership and other possible litigation; and (3) multiple conferences with counsel for the DTDF Committee and the client regarding USAIP related assets, including the Marquis Hotel, the Royal Hotel and the Epic property.

e. December 2006.

As set forth in the invoice attached as Exhibit K-19, during December 2006 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	1.30	\$409.50
Douglas M. Monson	Attorney (Shareholder)	\$275	0.40	\$110.00
Steven C. Strong	Attorney (Shareholder)	\$250	0.40	\$100.00
TOTALS		\$295.00	2.10	\$619.50

As set forth in greater detail in the billings records attached as Exhibit K-19, these services included: (1) numerous conferences with client and correspondence relating to the Investors VI and Tree Moss involuntary bankruptcy filings, the HMA Sales/Reale litigation and other possible collection strategies against USAIP and related entities; and (2) review and analyze claim objections filed by the DTDF Committee.

f. January 2007.

As set forth in the invoice attached as Exhibit L-20, during January 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$315	9.50	\$2,992.50
Benjamin J. Kotter	Attorney (Associate)	\$195	0.90	\$175.50
TOTALS		<u>\$304.62</u>	<u>10.40</u>	<u>\$3,168.00</u>

As set forth in greater detail in the billings records attached as Exhibit L-20, these services included: (1) work on amending the HMA/Reale lawsuit to add more parties, including Great White, USREG and other individuals who received proceeds from the sale of the Royal Hotel; and (2) multiple conferences with client and counsel for the DTDF Committee, correspondence and preparations regarding the Tree Moss involuntary petition hearing, and the purchase offer on the Epic property.

g. February 2007.

As set forth in the invoice attached as Exhibit M-21, during February 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Kevin G. Glade	Attorney (Shareholder)	\$285	5.10	\$1,453.50
Annette W. Jarvis	Attorney (Shareholder)	\$370	10.40	\$3,848.00
Douglas M. Monson	Attorney (Shareholder)	\$285	0.30	\$85.50
Elaine A. Monson	Attorney (Shareholder)	\$270	1.50	\$405.00
Steven C. Strong	Attorney (Shareholder)	\$285	3.00	\$855.00
Lorri Okerlund	Paralegal	\$130	10.80	\$1,404.00
TOTALS		<u>\$258.87</u>	<u>31.10</u>	<u>\$8,051.00</u>

As set forth in greater detail in the billings records attached as Exhibit M-21, these services included: (1) conferences with client and counsel for the DTDF Committee regarding the purchase offer on the Epic property, and analyze the documents and information received regarding the proposed bidding procedures in connection with that sale; (2) work on the objection to the proposed bidding procedures on the sale of the Epic property; (3) preparations for and attend

hearing relating to the bidding procedures; (4) work on document production in the HMA/Reale litigation and conferences with counsel for the DTDF Committee regarding same; and (5) evaluate Colt Gateway payoff issues and communicate with DTDF Committee regarding same.

h. March 2007.

As set forth in the invoice attached as Exhibit N-15, during March 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	40.70	\$15,059.00
Elaine A. Monson	Attorney (Shareholder)	\$270	5.20	\$1,404.00
Steven C. Strong	Attorney (Shareholder)	\$285	1.70	\$484.50
Benjamin J. Kotter	Attorney (Associate)	\$205	1.20	\$246.00
Carrie Hurst	Paralegal	\$130	1.20	\$156.00
TOTALS		\$346.99	50.00	\$17,349.50

As set forth in greater detail in the billings records attached as Exhibit N-15, these services included: (1) conferences with counsel for the DTDF Committee regarding the preparation and filing of an opposition to the motion to dismiss the prejudgment writ of attachment in the HMA/Reale litigation; (2) preparing answers to discovery requests in HMA/Reale litigation; (3) conferences with client and counsel for the DTDF Committee regarding Colt Gateway payoff agreement; and (4) preparing for and defending the deposition of Tom Allison.

29. Sub-Servicing (Compass Partners, LLC)

a. During the Application Period, the following RQN professionals provided services to the Debtors in this specific matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	0.50	\$185.00
Steven C. Strong	Attorney (Shareholder)	\$285	5.90	\$1,681.50
Benjamin J. Kotter	Attorney (Associate)	\$205	0.20	\$41.00
TOTALS		\$289.02	6.60	\$1,907.50

b. April 2006 through January 2007.

This matter was established in February 2007 to track time and services related to issues arising from the sub-servicing agreement with Compass subsequent to closing the Compass sale on February 16, 2007. Accordingly, from April 2006 through January 2007 no fees were incurred by RQN professionals or paraprofessionals in providing services to the Debtors in this specific matter.

c. February 2007

As set forth in the invoice attached as Exhibit M-22, during February 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Steven C. Strong	Attorney (Shareholder)	\$285	2.60	\$741.00
Benjamin J. Kotter	Attorney (Associate)	\$205	0.20	\$41.00
TOTALS		\$279.29	2.80	\$782.00

As set forth in greater detail in the invoice attached as Exhibit M-22, these fees were incurred relative to analyzing sub-servicing issues and discussions with counsel for Compass regarding those issues.

d. March 2007.

As set forth in the invoice attached as Exhibit N-12, during March 2007 the following RQN professionals provided services to the Debtors under this matter:

<u>NAME</u>	<u>TITLE/OFFICE</u>	<u>RATE</u>	<u>HOURS</u>	<u>FEES</u>
Annette W. Jarvis	Attorney (Shareholder)	\$370	0.50	\$185.00
Steven C. Strong	Attorney (Shareholder)	\$285	3.30	\$940.50
TOTALS		\$296.18	3.80	\$1,125.50

As set forth in greater detail in the invoice attached as Exhibit N-12, these fees were incurred relative to analyzing issues arising under the sub-servicing agreement, including legal research of mortgage broker and escrow agent statute raised by Compass and discussions with counsel for Compass regarding those issues.

1 **e. Recovery of Sub-Servicing Fees**

2 In accordance with the sub-servicing agreement with Compass, USACM retained the right
3 to recover the fees incurred in this matter from Compass. RQN is informed that USACM has or
4 will request reimbursement from Compass of the fees incurred herein.

5 **D. Expenses**

6 1. During the Application Period, RQN incurred actual and necessary
7 expenses in the total amount of \$234,862.68 in connection with the services rendered to the
8 estates. A summary showing the breakdown of total expenses by type of expense is attached
9 hereto as Exhibit O. Details of the expenses incurred each month are included in the invoices
10 attached as follows:

11 Exhibit C- 14 (April 2006)
12 Exhibit D-22 (May 2006)
13 Exhibit E-22 (June 2006)
14 Exhibit F-18 (July 2006)
15 Exhibit G-14 (August 2006)
16 Exhibit H-21 (September 2006)
17 Exhibit I-15 (October 2006)
18 Exhibit J-16 (November 2006)
19 Exhibit K-15 (December 2006)
20 Exhibit L-16 (January 2007)
21 Exhibit M-17 (February 2007)
22 Exhibit N-13 (March 2007)

23 2. RQN maintains appropriate detail, including receipts, invoices,
24 reimbursement vouchers, and other supporting information concerning the expenses incurred in
25 this representation. Because such documents are voluminous, these documents have not been
26 attached, but are available for review upon request.

27 3. The largest expense category during the Application Period was for "Travel
28 Expense" in the amount of \$91,258.71. Travel Expense is the category for expenses incurred
while traveling on behalf of the Debtors and includes airfare, lodging, ground transportation,
meals, and parking. Additionally, the expense category "Business Meals" in the amount of
\$3,215.13 reflects meals incurred while traveling on behalf of the Debtors. RQN has not billed the
Debtors' estates for any non-travel associated business meals.

4. The next largest expense category during the Application Period was for “Database Legal Research” in the amount of \$61,860.22. Database Legal Research is the category for necessary online research on complicated legal issues using services such as Westlaw and Lexis. RQN does not “mark up” any Database Legal Research charge. Rather, RQN merely passes through the charges RQN is billed by legal research database providers.

5. During the Application Period, RQN incurred “Long Distance Telephone Charges” of \$30,907.28. The overwhelming majority of these charges (\$27,851.48) were incurred by providing dial-in conference call capability (through AT&T TeleConference Services) for weekly (and often daily) conferences with the official committees in this case.

6. RQN also incurred “Copying Expense” of \$16,499.45 during the Application Period. RQN charges all photocopying for this case at \$0.20 per page, the standard charge for all RQN’s clients. Additionally, “Copying Expense (Outside Office)” charges of \$14,492.15 were also incurred during the Application Period. These expenses were primarily incurred related to voluminous document issues and production in connection with the USAIP dispute and other pending litigation matters (i.e., HMA/Reale litigation).

7. During the Application Period, RQN also incurred “Fed Ex Charges” of \$11,397.57. These Fed Ex Charges were incurred related to the servicing of the USACM loan portfolio. Pursuant to specific provisions of the Loan Servicing Agreement, USACM was required to provide notice to Direct Lenders holding interests in certain loans in order to facilitate the proper servicing of those loans. In order to provide meaningful notice within the time constraints of the Loan Servicing Agreement and the case, and to provide tracking and receipt of the notice by the notice by the Direct lender, Fed Ex was necessary.¹⁷ RQN does not impose any administrative charge or mark-up on Fed Ex Charges.

¹⁷ In accordance with USACM’s loan servicing obligations, notices were delivered by Fed Ex on August, 3, 2006 requesting an additional advance of \$3,773,000 on the Rio Rancho Loan (32 Direct Lenders); on August 30, 2006 to provide notice of a state court lawsuit on the Standard Property Loan (116 Direct Lenders); on September 29, 2006 for a loan modification on the Palm Harbor One Loan (309 Direct Lenders); on November 3, 2006 and again on November 22, 2006 to communicate a settlement proposal related to the Lerin Hills Loan (130 Direct Lenders); and on February 1, 2007 to communicate a settlement proposal related to the Standard Property Loan (116 Direct Lenders).

8. Similarly, the “Title Reports and Search” charges in the amount of \$4,098.73 and “UCC Searches” in the amount of \$1,519.50 were incurred in relation to evaluating the Debtors’ loan portfolio and assisting USACM to fulfill its obligations under the Loan Servicing Agreements and Asset Purchase Agreement.

9. The expenses incurred by RQN for which reimbursement in this Application is sought are the actual and necessary expenses incurred in this case by RQN and are consistent with the U.S. Trustee Guidelines and the rules and orders applicable in this case.

E. Voluntary Reductions Made by RQN

1. Prior to submitting its invoices for services provided and expenses incurred during for each month from the Petition Date through the Effective Date, RQN, in exercising its billing judgment, voluntarily reduced the amount sought for fees incurred during the Application Period by the amount of \$183,837.38 (approximately 5% of the amount requested). This amount consists of voluntary write-offs in the amount of \$61,800.13 and a voluntary reduction in the amount of \$122,037.25 for travel time.

2. Furthermore, RQN has voluntarily reduced time spent preparing monthly statements and fee application by 50% which has resulted in an additional substantial savings to the Debtors’ estates.

3. Additionally, RQN has also voluntarily reduced its requested reimbursement for expenses incurred by \$6,260.04 (voluntary write-offs in the amount of \$3,947.44 and voluntarily withdrawal of \$2,312.60 in connection with the First RQN Interim Application).

F. Summary of Interim Payments Made

1. Pursuant to the Administrative Procedures Order, RQN submitted monthly statements (which consisted of the invoices reflecting RQN’s services provided to the Debtors during the Application Period, to the Debtor), to counsel for each of the official committees in these cases, and the office of the U.S. Trustee (collectively, the “Reviewing Parties”). Pursuant to the Administrative Procedures Order, the Debtor was authorized to pay 80% of undisputed fees

and 100% of undisputed expenses on the fifteenth day of the next calendar month after a Monthly Statement is submitted for review to the Reviewing Parties.

2. RQN seeks to have its fees and expenses allowed in the full amount set forth in this Application and seeks payment of the difference between the amount allowed in this Application and the amount previously paid to RQN by the Debtors pursuant to the Court's Order Approving the First RQN Interim Application and the submission of monthly statements as authorized under the Administrative Procedures Order.

3. As of the filing of this Application, RQN has received certain payments from the Debtors in accordance with the Court's Order Approving First RQN Interim Application and the Administrative Procedures Order. The amounts received by each Debtor and the corresponding balance owing (as of the filing of this Application) are set forth below:

USA Commercial Mortgage Company

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Requested	\$2,657,744.77	\$169,965.34	\$2,827,710.11
Received	\$2,251,426.35	\$149,477.98	\$2,400,904.33
Balance	\$406,318.42	\$20,487.36	\$426,805.78

USA Capital First Trust Deed Fund, LLC

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Requested	\$547,752.61	\$34,757.47	\$582,510.08
Received	\$389,846.75	\$27,706.93	\$417,553.68
Balance	\$157,905.86	\$7,050.54	\$164,956.40

USA Capital Diversified Trust Deed Fund, LLC

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Requested	\$469,131.71	\$29,836.96	\$498,968.97
Received	\$246,777.25	\$15,925.12	\$262,702.37
Balance	\$222,354.46	\$13,911.84	\$236,266.30

USA Securities, LLC

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Requested	\$2,629.07	\$172.96	\$2,802.03
Received	\$0.00	\$0.00	\$0.00
Balance	\$2,629.07	\$172.96	\$2,802.03

USA Capital Realty Advisors, LLC

	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
Requested	\$1,944.36	\$129.95	\$2,074.31
Received	\$0.00	\$0.00	\$0.00
Balance	\$1,944.36	\$129.95	\$2,074.31

TOTAL

	<u>Total Fees</u>	<u>Total Expenses</u>	<u>Total</u>
Requested	\$3,679,202.52	\$234,862.68	\$3,914,065.20
Received	\$2,888,050.35	\$193,110.03	\$3,081,160.38
Balance	\$791,152.17	\$41,752.65	\$832,904.82

4. RQN understands that if the funds paid by the Debtors in accordance with the Administrative Procedures Order and this Court's Order Approving First RQN Interim Application are in excess of the amount of compensation or reimbursement of expenses ultimately allowed in this Application, RQN will return such excess amount to the Debtors.

5. RQN further understands that fees and expenses will be compensated by the particular debtor for which such fees and expenses were incurred. This compensation will occur to the extent that the Court approves this Application and that funds are available in each debtor for the purpose of paying administrative claims (recognizing that USACM has already transferred funds to FTDF to pay a portion of the FTDF Debtor's Professional fees per Plan, Art. IX (E)(2)(c)).

1 **G. Fee Enhancement**

2 1. Compensation awards under 11 U.S.C. § 330 may be enhanced in
3 exceptional circumstances where the applicant produces evidence that “[(1)] the results obtained
4 were not reflected in [the applicant’s] standard hourly rate or the number of hours allowed [and
5 (2)] that the bonus is necessary to make the award commensurate with the compensation for
6 comparable non-bankruptcy services.” *In re Manoa Fin. Co., Inc.*, 853 F.2d 687, 692 (9th Cir.
7 1988). As discussed in greater detail below, the Court should consider a fee enhancement for
8 RQN.

9 2. The primary method in the Ninth Circuit for determining compensation is to
10 calculate the lodestar, which is done by multiplying the number of hours reasonably expended by
11 a reasonable hourly rate. *See Yermakov v. Fitzsimmons (In re Yermakov)*, 718 F.2d 1465, 1471
12 (9th Cir. 1983). A court, however, “is permitted to adjust the lodestar up or down using a
13 ‘multiplier’ based on criteria listed in § 330 and its consideration of the *Kerr* factors not subsumed
14 within the initial calculation of the lodestar.” *In re Buckridge*, --B.R.--, 2007 WL 987236 at *7
15 (Bankr. C.D. Cal.). The *Kerr* factors are:

16 (1) the time and labor required, (2) the preclusion of other employment by the
17 attorney due to acceptance of the case,¹⁸ (3) customary fee, (4) whether the fee is
18 fixed or contingent, (5) time limitations imposed by the client or the circumstances,
19 (6) the amount involved, (7) the ‘undesirability’ of the case, (8) the nature and
length of the professional relationship with the client, and (9) awards in similar
cases.

20 *Kerr v. Screen Extras Guild*, 526 F.2d 67, 70 (9th Cir. 1975).

21 3. When the applicant has demonstrated that he or she is not fully
22 compensated by the lodestar, the court may considering four additional factors to support a fee
23 enhancement including the “(1) novelty and complexity of the issues, (2) special skill and
24 experience of counsel, (3) quality of representation, and (4) results obtained.” *In re Buckner*, 350

27 18 As one example of the preclusion of other employment caused by acceptance of this case, the extreme demands of
28 this case required the Debtors’ lead bankruptcy attorney, Annette W. Jarvis, to work more than 2,800 hours on this
case alone in just 11 months (the period covered by this application).

1 B.R. 874, 881 (Bankr. D. Idaho 2005) (citing *In re Manoa Fin. Co., Inc.*, 853 F.2d at 691); accord
 2 *In re N & T Assocs., Inc.*, 134 B.R. 17, 18 (D. Nev. 1991).

3 4. In viewing the billing rates of RQN, it is apparent that RQN is not fully
 4 compensated by the lodestar calculation. RQN's most senior attorneys charged hourly fees
 5 comparable to those of junior associates at other firms involved in this case, including those of Las
 6 Vegas firms. Such below market rates demonstrate that the lodestar does not fully compensate
 7 RQN. See *In re Buckridge*, 2007 WL 987236 at *8 (finding that the lodestar did not fully
 8 compensate attorneys charging rates below the "prevailing market rates for comparably skilled
 9 attorneys" in the court's district). Therefore, the Court may consider additional factors in support
 10 of a fee enhancement.

11 5. The results that RQN obtained in this case warrant a fee enhancement. The
 12 "results obtained" factor is one of the most significant factors in determining whether a fee
 13 enhancement is warranted. *In re Buckridge*, 2007 WL 987236, at * 7 (citing *In re Farah*, 141
 14 B.R. 920, 928-29 (Bankr. W.D. Tex. 1992)). This factor may, "under appropriate circumstances,
 15 serve as the basis for a fee enhancement, such as where a skilled lawyer obtains an exceptional
 16 result efficiently, quickly and effectively." *Id.* Exceptional results are results that are out of the
 17 ordinary, unusual, or rare and require evidence establishing that "the quality of the service
 18 rendered was superior to that one reasonably should expect in light of the hourly rate charged." *Id.*
 19 *Id.* (quoting *Blum v. Stenson*, 465 U.S. 886, 899 (1984)).

20 6. RQN obtained an exceptional result in this case "efficiently, quickly, and
 21 effectively." Many of the creditors who had invested in the Debtors' businesses were dependant
 22 on principal and interest payments from their investments in order to meet their living expenses.
 23 With that in mind, RQN succeeded in just eleven months in resolving all the complex issues
 24 presented in this case including: confirming a Plan for all five Debtors supported by all four of the
 25 official committees (which Plan is now effective); selling the USACM operating business (whose
 26 value had increased by millions of dollars due to the efforts of Debtors' professionals) and the
 27 FTDF loan portfolio for a combined price of \$67 million (involving an approximately \$21 million
 28 overbid amount); recovering approximately \$32 million in improper pre-petition payments made

to investors; collecting \$273.8 million in principal and interest on loans the majority of which were non-performing as of the Petition Date; disseminating \$231.9 million to investors; pursuing certain litigation and gathering and analyzing information preparatory to the pursuit of further litigation; and satisfactorily responding to the concerns and demands of the SEC, MLD, FBI, and U.S. Attorney's office all while coordinating and building consensus with four separate committees.

7. Given all that RQN accomplished in such a short period of time while charging below market rates, the results can properly be described as "exceptional" and "superior to that one reasonably should expect in light of the hourly rate charged." *Id.* Such exceptional service warrants a fee enhancement.

8. Furthermore, "the risk of not prevailing, and the concomitant risks of nonpayment . . . may also be considered by the court in deciding whether to adjust an otherwise compensatory fee." *In re Buckner*, 350 B.R. at 881 (citing *First Nat'l Bank of Chicago v. Comm. Of Creditors Holding Unsecured Claims*, 71 B.R. 767, 773 (B.A.P. 9th Cir. 1986)).

9. RQN was constantly faced with great difficulty in confirming a plan exacerbated not only by the deeds of pre-petition management, but by other factors including the Debtors' inability to secure acceptably priced (to the Committees) debtor-in-possession financing. The specter of a Chapter 7 liquidation, which would have resulted in little if any payoff to RQN let alone creditors, continuously hung over this case. Despite this significant risk of non-payment, RQN successfully and exceptionally overcame all challenges in this bankruptcy proceeding.

10. RQN devoted enormous firm resources to this case and individual attorneys devoted more than full-time efforts to make sure these cases, with their numerous and complex challenges, moved along quickly. Without this speed, attention, and superior skill the Plan would not have been confirmed and become effective and the sale would not have occurred. RQN's exceptional service despite the continuous risk of failure and non-payment and the failure of the lodestar to fully compensate RQN given its below market rates, would justify enhancement of RQN's fees in this case, if the Court deems it appropriate.

H. Certification

RQN certifies that the Debtors have reviewed the monthly statements and corresponding invoices for the Application Period that are a part of this Application, and has advised RQN of no objection to allowance of the fees and expenses requested herein.

WHEREFORE, RQN prays:

1. That final compensation and reimbursement be awarded RQN in the total amount of \$3,679,202.52 for services rendered, and reimbursement in the total amount of \$234,862.68 for expenses incurred, for a total of \$3,914,065.20, for the period April 13, 2006 through March 12, 2007, and compensation awarded for those fees presented in a supplemental request necessarily incurred in the preparation of this Application;

2. That the final compensation and expense reimbursement awarded be allocated among the Debtors as follows:

<u>Debtor</u>	<u>Fees</u>	<u>Expenses</u>	<u>Total</u>
USA Commercial Mortgage Company	\$2,657,744.77	\$169,965.34	\$2,827,710.11
USA Capital First Trust Deed Fund, LLC	\$547,752.61	\$34,757.47	\$582,510.08
USA Capital Diversified Trust Deed Fund, LLC	\$469,131.71	\$29,836.96	\$498,968.97
USA Capital Realty Advisors, LLC	\$2,629.07	\$172.96	\$2,802.03
USA Securities, LLC	\$1,944.36	\$129.96	\$2,074.31
TOTAL	\$3,679,202.52	\$234,862.68	\$3,914,065.20

3. That such amounts be allowed as priority administrative expenses of the estate pursuant to 11 U.S.C. §§ 503(b)(2) and 507(a)(1);

4. That Debtors be authorized pursuant to 11 U.S.C. § 330 to pay such amounts from the appropriate estate as set forth herein, subject to credit for any amounts which have been paid by that estate for this Application Period and pursuant to and subject to the provisions of the Administrative Procedures Order and the Court's prior Order Approving the First RQN Interim Application (recognizing that USACM has already transferred funds to FTDF to pay a portion of the FTDF Debtor's professional fees per Plan, Art. IX (E)(2)(c)).

1 5. That the Court consider a fee enhancement for RQN if and to the extent the
2 Court deems it appropriate.

3 Respectfully submitted this 26th day of April, 2007.

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